

VENDUM BATTERIES INC.

FORM S-1 (Securities Registration Statement)

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

VENDUM BATTERIES, INC.

Nevada

(State or Other Jurisdiction of Incorporation or Organization)

2721

(Primary Standard Industrial Classification Code Number)

39-2068976

(I.R.S. Employer Identification No.)

**400 Thames Valley Park Drive , Reading, Berkshire,
England, RG6 1PT**

(Address and telephone number of principal executive offices)

**400 Thames Valley Park Drive , Reading, Berkshire
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(Address of principal place of business or intended principal place of
business)

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Approximate Date of Proposed Sale to the Public: From time to time after the date this registration statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 424, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

CALCULATION OF REGISTRATION FEE

<u>Title of each class of securities to be registered</u>	<u>Amount to be registered (1)</u>	<u>Proposed maximum offering price per share (2)</u>	<u>Proposed maximum aggregate offering price (1)</u>	<u>Amount of registration fee (3)</u>
Common Stock, \$.001 par value per share	80,000,000	\$ 0 .08	\$ \$6,400,000	\$ 743.04

(1) In accordance with Rule 416(a), the registrant is also registering hereunder an indeterminate number of shares that may be issued and resold resulting from stock splits, stock dividends or similar transactions.

(2) Estimated in accordance with Rule 457 of the Securities Act of 1933 solely for the purpose of computing the amount of the registration fee based on the recent sales of unregistered securities

(3) Calculated under Section 6(b) of the Securities Act of 1933 as .00011610 of the aggregate offering price.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

THE INFORMATION CONTAINED IN THIS PROSPECTUS IS NOT COMPLETE AND MAY BE CHANGED. THESE SECURITIES MAY NOT BE SOLD UNTIL THE REGISTRATION STATEMENT FILED WITH THE SECURITIES AND EXCHANGE COMMISSION IS DECLARED EFFECTIVE. THIS PROSPECTUS IS NOT AN OFFER TO SELL THESE SECURITIES AND IT IS NOT SOLICITING AN OFFER TO BUY THESE SECURITIES IN ANY STATE WHERE THE OFFER OR SALE IS NOT PERMITTED.

SUBJECT TO COMPLETION, DATED JULY 22, 2011

PRELIMINARY PROSPECTUS

VENDUM BATTERIES, INC.

80,000,000 Shares of Common Stock

This prospectus relates to the offer and resale of up to 80,000,000 shares of our common stock, par value \$0.001 per share, by the selling stockholder, Centurion Private Equity, LLC (“Centurion”). Of such shares, 78,779,844 represent shares that Centurion has agreed to purchase if put to it by the Company pursuant to the terms of the investment agreement we entered into with Centurion on June 3, 2011, subject to volume limitations and other limitations in the investment agreement, and 1,220,156 shares were issued to Centurion in consideration for the preparation of the documents for its investment and as a commitment fee. Subject to the terms and conditions of the investment agreement, which we refer to in this prospectus as the “Investment Agreement,” we have the right to “put,” or sell, up to \$5,000,000 worth of shares of our common stock to Centurion. This arrangement is sometimes referred to as an “Equity Line.”

For more information on the selling stockholders, please see the section of this prospectus entitled “Selling Security Holders” beginning on page 41.

We will not receive any proceeds from the resale of these shares of common stock offered by Centurion or our other selling stockholders. We will, however, receive proceeds from the sale of shares directly to Centurion pursuant to the Equity Line. When we put an amount of shares to Centurion, the per share purchase price that Centurion will pay to us in respect of such put will be determined in accordance with a formula set forth in the Investment Agreement. There will be no underwriter’s discounts or commissions so we will receive all of the proceeds of our sale to Centurion. Generally, in respect of each put, Centurion will pay us a per share purchase price equal to the lesser of (i) ninety-six percent (96%) of the average of the three lowest daily volume weighted average prices, or “VWAPs,” (such average, being referred to as the “Market Price”) of our common stock during the fifteen trading day period beginning on the trading day immediately following the date Centurion receives our put notice or (ii) the Market Price for such put, minus \$.01 but shall in no event be less than the Company Designated Minimum Put Share Price for such put, if applicable.

Centurion will sell our shares at prevailing market prices or privately negotiated prices. Centurion is an “underwriter” within the meaning of the Securities Act of 1933, as amended (the “Securities Act”), in connection with the resale of our common stock under the Equity Line. For more information, please see the section of this prospectus titled “Plan of Distribution” beginning on page 16.

Our common stock became eligible for trading on the OTC Bulletin Board on June 22, 2010. Our common stock is quoted on the OTC Bulletin Board under the symbol “VNDB”. The closing price of our stock on July 21, 2011 was \$0.08.

You should understand the risks associated with investing in our common stock. Before making an investment, read the “Risk Factors,” which begin on page 3 of this prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is July , 2011.

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You should rely only on the information contained in this prospectus. We have not authorized anyone to provide you with information different from that which is contained in this prospectus. This prospectus may be used only where it is legal to sell these securities. The information in this prospectus may only be accurate on the date of this prospectus, regardless of the time of delivery of this prospectus or of any sale of securities.

PROSPECTUS SUMMARY

This summary highlights information contained elsewhere in this prospectus; it does not contain all of the information you should consider before investing in our common stock. You should read the entire prospectus before making an investment decision.

Throughout this prospectus, the terms “we,” “us,” “our,” and “our company” refer to Vendum Batteries, Inc., a Nevada corporation.

Company Overview

We were incorporated under the name Wishart Enterprises Limited in December 2006. On May 3, 2010, we entered into a share exchange (the “Share Exchange”) with Vendum Batteries Limited (“VDL”) whereby we acquired all of the issued and outstanding common stock of VDL and it became our wholly owned subsidiary. We changed our name to Vendum Batteries Inc. and our line of business from the health related business to the development of an environmentally friendly new cellulose-based power source. In connection with the Share Exchange we engaged in a 5 for 1 forward-split our common stock.

Our Business

We are working on developing a new Carbon Nanotube (CNT) and cellulose-based energy storage source, a non-toxic, carbon based light-weight battery, that we intend to market to various industries, including the automotive and aeronautical industries. We are currently in the pre-production stage and have not yet completed development of a prototype. This proprietary battery is being designed to be entirely biodegradable, since it will be primarily composed of cellulose and will not use any of the toxic elements used in traditional batteries, such as mercury, lead, chromium, or cadmium. We intend to seek patent protection of our proprietary battery upon the completion of the development of the prototype.

Using our CNT technology, which we believe to be cutting edge and unduplicated, we hope to develop a non-toxic energy storage source that will be capable of providing higher power output for much longer periods of time than current batteries. The batteries using our technology will have the potential to be small, flexible and light-weight, therefore they may also be utilized in human implant technology, such as in pacemakers and cochlear implants.

Our long term goal is on the automotive and aeronautical industry, however our primary focus today is seeking to develop batteries that can be used to power greeting cards, audio books, intelligent packaging and eventually mobile phones, PDA’s, iPods, music players, games consoles, laptops and the like. Furthermore, we expect that our batteries will be able to be applied to home appliances such as power tools and all kinds of toys, watches, cameras, toothbrushes and electric razors. Finally, these batteries could be used in power surveying instruments, flashlights, CCTV cameras, roadwork lighting and signs.

During 2011, we intend to engage in additional research and development to ascertain the thermal conductive and field emission display properties of CNT based composite materials that have been observed by other scientists and university studies in an effort to create materials for insulation, heat capture and even energy generation. Research into the thermal conductive properties of cellulose and CNT materials may offer exciting new ways of developing smart materials that capture body heat and release it when required.

For 2012, we hope to be able to diversify our business into cellulose paper based electronic display materials, for smart packaging, or for paper based sensors and actuators for various industries, including the healthcare industry.

During the year ended December 31, 2010 we incurred a loss of \$635,376. For the quarter ended March 31, 2011 we incurred a loss of \$65,445 and at March 31, 2011 we had a working capital deficit of \$294,541. To date we have not generated any revenue and have incurred significant operating losses since our inception, resulting in a deficit accumulated of \$724,786 at March 31, 2011 and \$659,341 at December 31, 2010. The opinion of our independent registered accounting firm for the fiscal year ended December 31, 2010 and December 31, 2009 is qualified subject to substantial doubt as to our ability as a going concern.

Our principal executive offices are located at 400 Thames Valley Park Drive, Reading, Berkshire, England RG6 1PT and our telephone number is +44 118 380 0895.

The Offering

Common stock that may be offered by selling stockholders 80,000,000 shares

Common stock currently outstanding 506,720,121 shares

Total proceeds raised by offering

We will not receive any proceeds from the resale or other disposition of the shares covered by this prospectus by any selling shareholder. We will not receive any proceeds from the resale of the shares of common stock offered by the selling stockholders. We will receive proceeds from the sale of shares to Centurion. Centurion has committed to purchase up to \$5,000,000 worth of shares of our common stock over a period of time terminating upon 36 months from the date of the Investment Agreement (the "Equity Line"). The Company will be entitled to put to Centurion on each put date such number of shares of common stock as equals up to \$250,000 or such lesser amount as is specified by the Company provided that the number of shares sold in each put shall not exceed a share volume limitation equal to the lesser of: (i) 1.5 million shares; (ii) 17.5% of the aggregate trading volume, excluding any block trades that exceed 50,000 shares of common stock, of the common stock traded on our primary exchange during any pricing period for such put excluding any days where the lowest intra-day trade price is less than the trigger price (which is the greater of (i) the floor price plus a fixed discount of \$.01; (ii) the floor price if any set by us divided by 0.96; or (iii) \$.01, the greater of all three clauses being referred to as the "Trigger Price"); (iii) an aggregate of \$5,000,000 worth of common stock when combined with the put shares sold in all prior puts; or (iv) such number of put shares that when added to the number of shares of our common stock then beneficially owned by Centurion would exceed 9.9% of the number of shares of our common stock outstanding. The offering price of the securities to Centurion will equal the lesser of (i) 96% of the average of the three lowest daily volume weighted average prices, or "VWAPs," (such average, being referred to as the "Market Price") of our common stock during the fifteen trading day period beginning on the trading day immediately following the date Centurion receives our put notice or (ii) the Market Price for such put, less \$.01, but shall in no event be less than the Company Designated Minimum Put Share Price for such put, if applicable.

Risk Factors

There are significant risks involved in investing in our company. For a discussion of risk factors you should consider before buying our common stock, see "Risk Factors" beginning on page 3.

RISK FACTORS

Investing in our common stock involves a high degree of risk, and you should be able to bear the complete loss of your investment. You should carefully consider the risks described below, the other information in this Prospectus, the documents incorporated by reference herein and the risk factors discussed in our other filings with the Securities and Exchange Commission when evaluating our company and our business. The risks and uncertainties described below are not the only ones we face. Additional risks and uncertainties not presently known by us or that we currently deem immaterial also may impair our business operations. If any of the following risks actually occur, our business could be harmed. In such case, the trading price of our common stock could decline and investors could lose all or a part of the money paid to buy our common stock.

RISKS RELATED TO OUR BUSINESS

Our company is a development stage company that has no technology fully developed for licensing to third parties, has never generated any revenues and may never achieve revenues or profitability.

We are a development stage company that has not fully developed the technology that will be the cornerstone of our business and, to date, we have not generated any revenues. In May 2010, we changed our business to the development of intellectual property to be used in the creation of non-toxic, carbon-based light-weight batteries. Our ability to generate revenue depends heavily on:

- successful development of our intellectual property;
- our ability to seek and obtain regulatory approvals, including with respect to the indications we are seeking;
- the successful commercialization of product candidates using our intellectual property; establishing licenses for our intellectual property; and
- market acceptance of products using our intellectual property.

Our intellectual property is still in early stages of development. It will be late 2011 when we expect to make further patent applications, and it will be at least another 18-24 months before we expect to have products available for licensing. If we do not successfully develop and license our intellectual property, we will not achieve revenues or profitability in the foreseeable future, if at all. If we are unable to generate revenues or achieve profitability, we may be unable to continue our operations.

We are a development stage company with a limited operating history, making it difficult for you to evaluate our business and your investment.

We are in the development stage and our operations and the development of our proposed intellectual property is subject to all of the risks inherent in the establishment of a new business enterprise, including but not limited to:

- the absence of an operating history;
- the lack of commercialized products;
- insufficient capital;
- expected substantial and continual losses for the foreseeable future;
- limited experience in dealing with regulatory issues;
- the lack of licensing partners and limited marketing experience;
- an expected reliance on third parties for the development and commercialization of our proposed products;
- a competitive environment characterized by numerous, well-established and well capitalized competitors; and
- reliance on key personnel.

Because we are subject to these risks, you may have a difficult time evaluating our business and your investment in our company.

We have a history of losses, expect to incur operating losses in the next twelve months because we have no plan to generate revenues unless and until we successfully develop and license our intellectual property.

We have never generated revenues. We intend to engage in the licensing of intellectual property for the manufacture and distribution of non-toxic, carbon-based light-weight batteries. We have not yet completed the development of a prototype for our product and intend to apply for patent protection for our non-toxic, carbon-based light-weight battery upon completion of the development of several prototypes for various applications. We have no assurance that an actual product using our intellectual property can be manufactured or if able to be manufactured that it can be done in a cost effective manner. We will rely on third parties to manufacture the products using our technology. We expect to incur operating losses over the next twelve months because we have no source of revenues unless and until we are successful in engaging in licenses for the use of our intellectual property. In addition, as a public company, we incur additional significant legal, accounting and other expenses that we did not incur as a private company. These increased expenditures will make it harder for us to achieve and maintain future profitability. We may incur significant losses in the future for a number of reasons, including the other risks described in this section, and we may encounter unforeseen expenses, difficulties, complications, delays and other unknown events. Accordingly, we may not be able to achieve or maintain profitability.

We recognize that if we are unable to generate revenues, we will not be able to earn profits or continue operations. We can provide investors with no assurance that we will generate any operating revenues or ever achieve profitable operations.

If we are unable to obtain funding for continued development of our intellectual property, we will have to delay our development efforts or go change our line of business, which could result in the loss of your total investment.

We intend to further develop our intellectual property. As such, we will need to raise funds to engage in research and development activities. Although we plan to raise funds through the equity line, there can be no assurance that we will raise enough funds through the equity line to reach the basic goals of our business plan. We have no other sources of funding and there can be no assurance that other sources will be available at such times as needed and upon favorable terms and conditions.

We do not have sufficient cash to fund our operating expenses for the next twelve months, and we will require additional funds through the sale of our common stock, which requires favorable market conditions and interest in our activities by investors. We may not be able to sell our common stock and funding may not be available for continued operations.

There is not enough cash on hand to fund our administrative expenses and operating expenses or our proposed research and development program for the next twelve months. In addition, we will require substantial new capital following the development of a strategic marketing plan for bringing our product to global markets in order to actually market and arrange for the licensing of our technology. Because we do not expect to have any cash flow from operations within the next twelve months, we will need to raise additional capital which may be in the form of loans from current stockholders and/or from public and private equity offerings. Our ability to access capital will depend on our success in implementing our business plan. It will also depend upon the status of the capital markets at the time such capital is sought. We have recently raised money from the sale of convertible notes that contain a conversion feature with a discount to market. Such a discount will have a dilutive effect on our current shareholders.

We have incurred significant operating losses and may not be profitable in the future, if ever.

As of December 31, 2010 we had a cash and cash equivalent balance of \$21,766 and at March 31, 2011 we had a cash and cash equivalent balance of \$59,066. Our company has incurred significant operating losses since its inception, resulting in a deficit accumulated of 659,341 at December 31, 2010 and \$724,786 at March 31, 2011. For the year ended December 31, 2010 we incurred a loss of \$635,376 and for the quarter ended March 31, 2011 we incurred a loss of \$65,445. Such losses are expected to continue for the foreseeable future and until such time, if ever, as our company is able to attain licensing levels sufficient to support its operations.

We may not be able to continue as a going concern .

The opinion of our independent registered accounting firm for our fiscal years ended December 31, 2010 and December 31, 2009 is qualified subject to substantial doubt as to our ability to continue as a going concern. See "Report of Independent Registered Public Accounting Firm" and the notes to our Financial Statements. During the year ended December 31, 2010 we incurred \$328,533 of operating expenses, had a net loss of (\$635,376) and at December 31, 2010 had an accumulated deficit of \$659,341 and stockholders' deficit of \$27,212 . During the year ended December 31, 2009 we incurred \$23,620 of operating expenses, had a net loss of (\$23,965) and at December 31, 2009 had an accumulated deficit of \$23,965 and stockholders' deficit of \$27,540 . During the quarter ended March 31, 2011 we incurred \$63,195 of operating expenses, had a net loss of (\$65,445) and at March 31, 2011 had an accumulated deficit of \$724,7861 and stockholder's deficit of \$94,541 .

We face substantial uncertainties in establishing our business.

Establishing a successful business will require us to attain certain goals to which no assurance can be given that we will be successful in our efforts. We believe that in order to establish a successful business we must, among other things, hire personnel to run our day to day operations, establish a customer base and brand name. In order to implement any of these we will be required to expend a substantial amount of money. If we are unable to raise the necessary money, we will be unable to accomplish these goals and if we are unable to accomplish one or more of these goals, our business may fail.

We may experience difficulty in effectively managing our planned expansion.

Further growth and expansion of our business would place additional demands upon our current management and other resources and would require additional production capacity, working capital, information systems, management, operational and other financial resources. In order to expand our business, we will need to develop licensing agreements with third parties to manufacture products using our technology. Such expansion will require significant additional expenditures for marketing and we will not be able to effectuate any such expansion without additional capital. Our further growth will also depend on various factors, including, among others, our ability to attract and retain new employees, the development of new technology products, competition and federal and state regulation of the products that implement our technology. Not all of the foregoing factors are within our control. No assurance can be given that our business will grow in the future and that we will be able to effectively manage such growth. If we are unable to manage growth effectively, our business, results of operations and financial condition would be materially adversely affected.

We have several notes that are due in 2011 and we will need additional capital to repay these loans when due and may not be able to obtain it .

As of March 31, 2011 we have notes in the aggregate principal amount of \$140,000 outstanding. Of such amount, a note in the principal amount of \$50,000 is due July 27, 2011, a note in the principal amount of \$25,000 is due September 3, 2011 and a note in the principal amount of \$65,000 is due December 31, 2011. We will need to raise additional funds in order to repay these loans. We also have a note in the principal amount of \$32,500 due in February 2012. We currently do not have enough money to repay the loans coming due. In addition we will need to raise additional funds to support further expansion, meet competitive pressures, and respond to unanticipated requirements. We cannot assure you that additional financing will be available if needed on terms favorable to us. We currently do not have any commitments for additional funding other than a factoring arrangement with Liquid Capital Exchange, Inc. for the factoring of our accounts receivable and the Equity Line with Centurion, which is dependent upon stock sales volume and our stock price.

Our business is reliant upon the availability of a complex and modern technology.

Due to the complex nature of CNTs and the way in which they are manufactured, there is a risk that our company will not be able to secure the products to execute on our business strategy. Until such a time CNTs can be mass produced, there will always be a supply and demand risk. While we will do everything we can to negate such issues, the quantity and quality of CNTs is paramount to the success of CNT based cellulose batteries. To date, we have identified three companies that we believe will be able to fulfill our CNTs' requirements; however, each company is located in a different country, which may make it logistically difficult to obtain materials or to replace any of the three should one of them for any reason stop supplying us with CNTs. There can be no assurance we will be able to identify additional companies producing quality CNTs in the quantities we desire.

There is a risk that our products would not result in the market and application that we anticipate for CNT based battery technologies.

While in early development and design, without a strong testing program at present, there is always the risk that the applications which our products will suit, will simply not be in high enough demand. While the disposable toy market is gathering speed and growing, most of these products are manufactured in the Far East where the attitude towards a greener environment simply is not the same as the European Union and other western democracies.

Because we intend to acquire businesses and such activity involves a number of risks, our core business may suffer.

We expect to aggressively expand our operations by acquiring underperforming companies and those needing investment to further develop their products within the Carbon Nanotube Industry. Much of our planned expansion depends upon our receipt of sufficient funding. We may not receive the funding necessary for our planned expansion at all or on a timely basis. In addition, such funding could be subject to conditions that are commercially unacceptable to us or for which we are unable to comply. Even if we succeed in aggressively expanding our manufacturing capacity, we may not have enough demand for our products to justify the increased capacity.

Any such expansion will place a significant strain on our senior management team and our financial and other resources. Any expansion will expose us to greater overhead and support costs and other risks associated with expansion. Our ability to manage our growth effectively will require us to continue to improve our operations and our financial and management information systems and to train, motivate and manage our employees. Difficulties in effectively managing the budgeting, forecasting and other process control issues presented by such a rapid expansion could harm our business, prospects, results of operations and financial condition.

Any acquisition involves a number of risks that could fail to meet our expectations and adversely affect our profitability. For example:

- The acquired assets or business may not achieve expected results;
- We may incur substantial, unanticipated costs, delays or other operational or financial problems when integrating the acquired assets;
- We may not be able to retain key personnel of an acquired business;
- Our management's attention may be diverted; or
- Our management may not be able to manage the acquired assets or combined entity effectively or to make acquisitions and grow our business internally at the same time.

If these problems arise we may not realize the expected benefits of an acquisition.

The market for our product may not accept our approach to CNT batteries.

The wider market may not be ready to adapt green batteries, given the likelihood they will initially be more expensive than their current counterparts. There are also questions again as to whether many large companies who use current disposal batteries, care about the consequences of disposing the currently toxic batteries, since battery disposal is still very much a part of recycling that has gone unnoticed.

Our intellectual property may not receive the international protection we would require to secure our business success and unique selling factors.

While we intend to seek patent protection of our battery once it is fully developed, there can be no assurance that the patent will be granted and thus there can be no guarantee that we will have protection against duplication of similar technologies by competitors or that we will maintain any material advantage over the competition.

The complexity of our products could result in unforeseen delays or expenses and in undetected defects, or bugs, which could damage our reputation with current or prospective customers, result in significant costs and claims, and adversely affect the market acceptance of products.

Highly complex products such as the products that we offer frequently contain defects or bugs when they are first introduced or as new versions are released. Our products may in the future experience these defects and bugs, which may give rise to claims against us, diminish our brand or divert our resources from other purposes. In addition, if any of our products contain defects or bugs, or have reliability, quality or compatibility problems, our reputation may be damaged and customers may be reluctant to buy our products, which could materially and adversely affect our ability to retain existing customers and attract new customers. In addition, these defects or bugs could interrupt or delay sales or shipment of our products to customers. To alleviate these problems, we may have to invest significant capital and other resources.

If any of these problems are not found until after we have commenced commercial production of a new product, we may be required to incur additional development costs and product recall, repair or field replacement costs. These problems may divert our technical and other resources from other development efforts and could result in claims against us by our customers or others, including possible claims for consequential damages and/or lost profits. Moreover, we may lose, or experience a delay in, market acceptance of the affected product or products, and we could lose credibility with our current and prospective customers.

The demand for batteries in the transportation and other markets depends on the continuation of current trends resulting from dependence on fossil fuels. Extended periods of low gasoline prices could adversely affect demand for electric and hybrid electric vehicles.

We believe that much of the present and projected demand for advanced batteries in the transportation and other markets results from increases in the cost of oil over the last several years, the dependency of the United States on oil from unstable or hostile countries, government regulations and economic incentives promoting fuel efficiency and alternate forms of energy, as well as the belief that climate change results in part from the burning of fossil fuels. If the cost of oil decreased significantly, the outlook for the long-term supply of oil to the United States improved, the government eliminated or modified its regulations or economic incentives related to fuel efficiency and alternate forms of energy, or if there is a change in the perception that the burning of fossil fuels negatively impacts the environment, the demand for our batteries could be reduced, and our business and revenue may be harmed.

Gasoline prices have been extremely volatile, and this continuing volatility is expected to persist. Lower gasoline prices over extended periods of time may lower the perception in government and the private sector that cheaper, more readily available energy alternatives should be developed and produced. If gasoline prices remain at deflated levels for extended periods of time, the demand for hybrid and electric vehicles may decrease, which would have a material adverse effect on our business.

If we are unable to develop technology that improves upon existing battery technology and gain market acceptance, our business may be adversely affected. In addition, many factors outside of our control may affect the demand for our batteries and battery systems.

We are researching and developing the technology for non-toxic carbon-base light-weight batteries. The market for advanced rechargeable batteries is at a relatively early stage of development, and the extent to which our carbon-based batteries will be able to meet our customers' requirements and achieve significant market acceptance is uncertain. Rapid and ongoing changes in technology and product standards could quickly render our products less competitive, or even obsolete if we fail to continue to improve the performance of our battery chemistry and systems. Other companies that are seeking to enhance traditional battery technologies have recently introduced or are developing batteries based on carbon nanotubes as well as nickel metal-hydride, liquid lithium-ion and other emerging and potential technologies. These competitors are engaged in significant development work on these various battery systems. One or more new, higher energy rechargeable battery technologies could be introduced which could be directly competitive with, or superior to, our technology. The capabilities of many of these competing technologies have improved over the past several years. Competing technologies that outperform our batteries could be developed and successfully introduced, and as a result, our products may not compete effectively in our target markets. If our battery technology is not adopted by our customers, or if our battery technology does not meet industry requirements for power and energy storage capacity in an efficient and safe design, our batteries will not gain market acceptance.

In addition, the market for our products depends upon third parties creating or expanding markets for their end-user products that utilize our batteries and battery systems. If such end-user products are not developed, if we are unable to have our products designed into these end user products, if the cost of these end-user products is too high, or the market for such end-user products contracts or fails to develop, the market for our batteries and battery systems would be expected similarly to contract or collapse. Our customers operate in extremely competitive industries, and competition to supply their needs focuses on delivering sufficient power and capacity in a cost, size and weight efficient package. The ability of our customers to adopt new battery technologies will depend on many factors outside of our control. For example, in the automotive industry, we will depend on our customers' ability to develop HEV, PHEV and EV platforms that gain broad appeal among end users.

Many other factors outside of our control may also affect the demand for our batteries and battery systems and the viability of widespread adoption of advanced battery applications, including:

- performance and reliability of battery power products compared to conventional and other non-battery energy sources and products;
- success of alternative battery chemistries, such as nickel-based batteries, lead-acid batteries and conventional lithium-ion batteries and the success of other alternative energy technologies, such as fuel cells and ultra capacitors;
- end-users' perceptions of advanced batteries as relatively safe and reliable energy storage solutions, which could change over time if alternative battery chemistries prove unsafe or become the subject of significant product liability claims and negative publicity is generated on the battery industry as a whole;
- cost-effectiveness of our products compared to products powered by conventional energy sources and alternative battery chemistries;
- availability of government subsidies and incentives to support the development of the battery power industry;
- fluctuations in economic and market conditions that affect the cost of energy stored by batteries, such as increases or decreases in the prices of electricity;
- continued investment by our customers in the development of battery powered applications;
- heightened awareness of environmental issues and concern about global warming and climate change; and
- regulation of energy industries.

Our principal competitors have, and any future competitors may have, greater financial and marketing resources than we do, and they may therefore develop batteries or other technologies similar or superior to ours or otherwise compete more successfully than we do.

Competition in the battery industry is intense. Like many businesses, our market is dominated by a few major companies, with greater financial resources than us and greater ability to reach the end customers, therefore making it potentially difficult for us to successfully launch our products without coming up against some stiff competition on price and ability to deliver mass volume. This is mainly driven by the fact that CNTs are both expensive at this time and that there are also few companies who can manufacture the volumes required for mass market products.

The industry consists of major companies, most of which have existing relationships in the markets into which we sell as well as financial, technical, marketing, sales, manufacturing, scaling capacity, distribution and other resources and name recognition substantially greater than ours. Included among our competitors are various universities such as the Massachusetts Institute of Technology and Stanford University, each of which is conducting extensive research into the development of batteries using carbon nanotubes. These companies or universities may develop batteries or other technologies that perform as well as or better than our batteries. We believe that our primary competitors are existing suppliers of cylindrical lithium-ion, nickel cadmium, nickel metal-hydride and in some cases, non-starting/lighting/ignition lead-acid batteries as well as those developing carbon nanotubes batteries. A number of our competitors have existing and evolving relationships with our target customers. For example, Bosch and Samsung formed SB LiMotive to focus on the development, production and marketing of lithium-ion battery systems for application in hybrid and other electric vehicles, and Dow Chemical has entered into a joint venture with Kokam America and others, to build a facility in Michigan for the manufacture of lithium polymer batteries for use in HEVs and EVs. In addition, NEC Corporation and Nissan entered into a joint venture to develop lithium-ion batteries in prismatic form, Sanyo and Volkswagen agreed to develop lithium-ion batteries for HEVs, Sanyo already provides nickel metal hydride batteries to Ford and Honda, and Toyota and Panasonic are engaged in a joint venture to make batteries for HEVs and EVs. LG Chem and its subsidiary, Compact Power, have also developed lithium-ion battery systems for hybrid and other electric vehicles. These competitors may be able to offer lower prices for their batteries than we can offer, and may even sell their batteries at below their production costs in order to compete with us, particularly in the transportation market. In addition, we expect new competitors will enter the markets for our products in the future. Potential customers may choose to do business with our more established competitors, because of their perception that our competitors are more stable, are more likely to complete various projects, can scale operations more quickly, have greater manufacturing capacity, are more likely to continue as a going concern and lend greater credibility to any joint venture. If we are unable to compete successfully against manufacturers of other batteries or technologies in any of our targeted applications, our business could suffer, and we could lose or be unable to gain market share.

Adverse business or financial conditions affecting the automobile industry may have a material adverse effect on our development and marketing partners and our battery business.

In the long term, we intend for our technology to be used in the automobile industry. The effect of the continued economic difficulties of the major automobile manufacturers on our business is unclear. Two major auto manufacturers have emerged from bankruptcy, and it is possible that more of these companies may encounter financial difficulties. The impact of any such financial difficulties on the automobile industry and its suppliers is unclear and difficult to predict. Possible effects could include reduced spending on alternative energy systems for automobiles, a delay in the introduction of new, or the cancellation of new and existing, hybrid and electric vehicles and programs, and a delay in the conversion of existing batteries to lithium-ion batteries, each of which would have a material adverse effect on our licensing of our technology to members of the automobile industry.

We may not be able to obtain, or to agree on acceptable terms and conditions for, all or a significant portion of the government grants, loans and other incentives for which we have applied and may in the future apply. Our customers and potential customers applying for government grants, loans and other incentives may condition purchases of our products upon their receipt of these funds or delay purchases of our products until their receipt of these funds.

We have applied for grants, loans and tax incentives under government programs designed to stimulate the economy and support the production of electric vehicles and advanced battery technologies. Much of our planned domestic manufacturing capacity expansion depends on receipt of these funds and other incentives, and the failure to obtain these funds or other incentives could materially and adversely affect our ability to conduct our research and development. We anticipate that in the future there will be new opportunities for us to apply for grants, loans and other incentives from the United States and foreign governments. Our ability to obtain funds or incentives from government sources is subject to the availability and continued availability of funds under applicable government programs and approval of our applications to participate in such programs. The application process for these funds and other incentives is and will be highly competitive. We cannot assure you that we will be successful in obtaining grants, loans and other incentives. Moreover, we may not be able to satisfy or continue to satisfy the requirements and milestones imposed by the granting authority as conditions to receipt of the funds or other incentives, the timing of the receipt of the funds may not meet our needs and we nevertheless may be unable to successfully execute on our business plan. Moreover, incentive funds may have terms and conditions with which we are unable to comply or which are commercially unacceptable to us. In addition, any government programs which may make awards to us will require us to spend a portion of our own funds for every incentive dollar we receive or are permitted to borrow from the government and will impose time limits during which we must use the funds awarded to us. If we are unable to raise sufficient additional capital so that we are able to receive all of the amounts which may be awarded to us in a timely manner, our ability to continue our research and development efforts could be materially adversely affected. Our customers and potential customers applying for these government grants, loans and other incentives may condition licensing our technology upon receipt of these funds or delay purchases of our products until receipt of these funds, and if our customers and potential customers do not receive these funds or the receipt of these funds is significantly delayed, our results of operations could suffer.

We have identified material weaknesses in our internal control over financial reporting which are unremediated and if we fail to remediate these weaknesses and maintain proper and effective internal controls, our ability to produce accurate and timely financial statements could be impaired, which could harm our operating results, our ability to operate our business and investors' views of us.

Ensuring that we have adequate internal financial and accounting controls and procedures in place so that we can produce accurate financial statements on a timely basis is a costly and time-consuming effort that needs to be evaluated frequently. We have identified material weaknesses in our internal control over financial reporting. A material weakness is defined as a deficiency, or combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis by the company's internal controls. Management has identified the following weaknesses: inadequate segregation of duties and effective risk assessment and insufficient written policies and procedures for accounting and financial reporting with respect to the requirements of both US GAAP and SEC guidelines.

We are in the process of taking the steps to remediate the material weaknesses that we identified and have made enhancements to our control procedures; however, certain of the weaknesses will not be remedied until such time as we have adequate funding to hire additional employees and the material weaknesses will not be remediated until the necessary controls have been implemented and are determined to be operating effectively. We do not know the specific time frame needed to fully remediate the material weaknesses identified.

We cannot assure you that our efforts to fully remediate these internal control weaknesses will be successful or that similar material weaknesses will not recur.

Implementing any appropriate changes to our internal controls may distract our officers and employees, entail substantial costs to implement new processes and modify our existing processes and take significant time to complete. Moreover, these changes do not guarantee that we will be effective in maintaining the adequacy of our internal controls, and any failure to maintain that adequacy, or consequent inability to produce accurate financial statements on a timely basis, could increase our operating costs and harm our business. In addition, investors' perceptions that our internal controls are inadequate or that we are unable to produce accurate financial statements on a timely basis may harm our stock price and make it more difficult for us to effectively market and sell our products to new and existing customers.

Product liability or other claims could cause us to incur losses or damage our reputation.

The risk of product liability claims and associated adverse publicity is inherent in the development, manufacturing, marketing and sale of batteries. If the technology is improperly used it could cause injuries to others. Improperly charging or discharging batteries could cause fires. Any accident involving batteries that incorporate our technology could decrease or even eliminate demand for our products. Because some of our technology will be incorporated into batteries designed to be used in vehicles, and because vehicle accidents can cause injury to persons and damage to property, we will be subject to a risk of claims for such injuries and damages. In addition, we could be harmed by adverse publicity resulting from problems or accidents caused by third party products that incorporate our batteries. Although we intend to obtain product liability insurance for our technology, this may be inadequate to cover all potential product liability claims. In addition, while we often seek to limit our product liability in our contracts, such limits may not be enforceable or may be subject to exceptions. Any product recall or lawsuit seeking significant monetary damages either in excess of our coverage, or outside of our coverage, may have a material adverse affect on our business and financial condition. We may not be able to secure additional product liability insurance coverage on acceptable terms or at reasonable costs when needed. If we were to experience a large insured loss, it might exceed our coverage limits, or our insurance carriers could decline to further cover us or raise our insurance rates to unacceptable levels, any of which could impair our financial position and results of operations. A successful product liability claim against us could require us to pay a substantial monetary award. We cannot be assured that such claims will not be made in the future.

We are subject to financial and reputational risks due to product recalls resulting from product quality and liability issues.

The risk of product recalls, and associated adverse publicity, is inherent in the development, manufacturing, marketing, and sale of batteries. Our products and the products of third parties in which our products are a component are becoming increasingly sophisticated and complicated as rapid advancements in technologies occur, and as demand increases for lighter and more powerful rechargeable batteries. At the same time, product quality and liability issues present significant risks. Product quality and liability issues may affect not only our own products but also the third-party products in which technology and the batteries that incorporate our technology are a component. Our efforts and the efforts of our development partners to maintain product quality may not be successful, and if they are not, we may incur expenses in connection with, for example, product recalls and lawsuits, and our brand image and reputation as a producer of high-quality products may suffer. Any product recall or lawsuit seeking significant monetary damages could have a material adverse effect on our business and financial condition. A product recall could generate substantial negative publicity about our products and business, interfere with our manufacturing plans and product delivery obligations as we seek to replace or repair affected products, and inhibit or prevent commercialization of other future product candidates.

Credit market volatility and illiquidity may affect our ability to raise capital to finance our operations, plant expansion and growth.

The credit markets have experienced extreme volatility in recent years, and worldwide credit markets have remained unstable despite injections of capital by the federal government and foreign governments. Banks and other lenders, such as equipment leasing companies, have significantly increased credit requirements and reduced the amounts available to borrowers. Companies with low credit ratings may not have access to the debt markets until the liquidity improves, if at all. If we do not meet the conditions necessary for use of the Equity Line, we will be forced to seek other funding. If current credit market conditions do not improve, we may not be able to access debt or leasing markets to finance our expansion plans.

We may not be able to successfully recruit and retain skilled employees, particularly scientific, technical and management professionals.

We believe that our future success will depend in large part on our ability to attract and retain highly skilled technical, managerial and marketing personnel who are familiar with our technology. Industry demand for such employees, especially employees with experience in battery chemistry and battery manufacturing processes, however, exceeds the number of personnel available, and the competition for attracting and retaining these employees is intense. This competition will intensify if the advanced battery market continues to grow, possibly requiring increases in compensation for current employees over time. We compete in the market for personnel against numerous companies, including larger, more established competitors who have significantly greater financial resources than we do and may be in a better financial position to offer higher compensation packages to attract and retain human capital. We cannot be certain that we will be successful in attracting and retaining the skilled personnel necessary to operate our business effectively in the future. Because of the highly technical nature of our batteries and battery systems, the loss of any significant number of our existing engineering and project management personnel could have a material adverse effect on our business and operating results.

Our future success depends on our ability to retain key personnel.

Our success will depend to a significant extent on the continued services of Fraser Cottington, our chief executive officer. The loss or unavailability of Mr. Cottington could harm our ability to execute our business plan, maintain important business relationships and complete certain product development initiatives, which could harm our business. We do not have agreements requiring any of our senior management team to remain with our company. In addition, Mr. Cottington could terminate his relationship with us at any time.

If we do not form and maintain economic arrangements with original equipment manufacturers, or OEMs, to license our technology, our profitability could be impaired.

Our business strategy will require us to integrate our technology into products being developed by OEMs, and therefore to identify acceptable OEMs and enter into agreements with them. In addition, we will need to meet their requirements and specifications by developing and introducing new products and enhanced or modified versions of our existing products on a timely basis. OEMs often require unique configurations or custom designs for batteries or battery systems which must be developed and integrated into a product well before the product is launched. This development process will require not only substantial lead time between the commencement of design efforts for a customized battery system and the commencement of volume shipments of the battery systems to the customer, but also the cooperation and assistance of the OEMs in order to determine the requirements for each specific application. Technical problems may arise that affect the acceptance of our product by OEMs. If we are unable to design and develop products that meet OEMs' requirements, we may lose opportunities to obtain purchase orders, and our reputation may be damaged. In addition, we may not receive adequate assistance from OEMs to successfully commercialize our products, which could impair our profitability.

Declines in product prices may adversely affect our financial results.

The battery business is subject to intense price competition worldwide, which makes it difficult for us to maintain product prices and achieve adequate profits. Since we intend to have our licenses include royalty payments based upon sales of products that incorporate our technology, we will be greatly impacted by such price competition. Such intense price competition may adversely affect our ability to achieve profitability, especially during periods of decreases in demand. In addition, because of their purchasing size, our larger customers will be able to influence market participants to compete on price terms. If we are not able to offset pricing reductions resulting from these pressures by improved operating efficiencies and reduced expenditures, those pricing reductions may have an adverse impact on our business.

Problems in our manufacturing and assembly processes could adversely affect us.

Regardless of the process technology used, the manufacturing and assembly of safe, high-power batteries is a highly complex process that requires extreme precision and quality control throughout a number of production stages. Any defects in battery packaging, impurities in the electrode materials used, contamination of the manufacturing environment, incorrect welding, excess moisture, equipment failure or other difficulties in the manufacturing process could cause batteries to be rejected, thereby reducing yields and affecting our ability to meet customer expectations. Any such defects will adversely affect our revenue.

The failure of third party manufacturers to cost-effectively manufacture batteries incorporating our technology in quantities which satisfy their customers' demand and product specifications and their expectations for product quality and reliable delivery could adversely impact our revenue.

We will rely upon third-party outsourcing for the manufacture of the batteries that incorporate our technology. To be successful, the manufacturers must cost-effectively manufacture commercial quantities of the batteries that incorporate our technology. We will depend on the performance of our manufacturing partners, to manufacture and deliver the products that incorporate our technology to customers. If any of our manufacturing partners are unable to manufacture products in commercial quantities on a timely and cost-effective basis, they could lose customers and our revenue will be impacted .

Our past and future operations may lead to substantial environmental liability.

The handling and use of some of the materials used in the development and manufacture of our products are subject to federal, state and local environmental laws, as well as environmental laws in other jurisdictions in which we operate. Under applicable environmental laws, we may be jointly and severally liable with prior property owners for the treatment, cleanup, remediation and/or removal of any hazardous substances discovered at any property we use. In addition, courts or government agencies may impose liability for, among other things, the improper release, discharge, storage, use, disposal or transportation of hazardous substances. If we incur any significant environmental liabilities, our ability to execute our business plan and our financial condition would be harmed. Our facilities or operations could be damaged or adversely affected as a result of disasters or unpredictable events, including widespread public health problems.

Our headquarters, including administrative offices and research and development centers, is located in England. If major disasters such as earthquakes, fires, floods, hurricanes, wars, terrorist attacks, computer viruses, pandemics or other events occur, or our information system or communications network breaks down or operates improperly, our facilities may be seriously damaged, or we may have to stop or delay production and shipment of our products. We may incur expenses relating to such damages.

Risks Related to Intellectual Property

Other parties may also bring intellectual property infringement claims against us which would be time-consuming and expensive to defend, and if any of our products or processes is found to be infringing, we may not be able to procure licenses to use patents necessary to our business at reasonable terms, if at all.

Our success depends in part on avoiding the infringement of other parties' patents and proprietary rights. There are several other companies and groups at universities developing batteries based upon CNTs. We may inadvertently infringe existing third-party patents or third-party patents issued on existing patent applications. In the United States and most other countries, patent applications are published 18 months after filing. As a result, there may be third-party pending patent applications of which we are unaware, and which we may infringe once they issue. These third parties could bring claims against us that, even if resolved in our favor, could cause us to incur substantial expenses and, if resolved against us, could cause us to pay substantial damages. Under some circumstances in the United States, these damages could be triple the actual damages the patent holder incurs. If we have supplied infringing products to third parties for marketing or licensed third parties to manufacture, use or market infringing products, we may be obligated to indemnify these third parties for any damages they may be required to pay to the patent holder and for any losses the third parties may sustain themselves as the result of lost sales or damages paid to the patent holder. In addition, we may have, and may be required to, make representations as to our right to supply and/or license intellectual property and to our compliance with laws. Such representations are usually supported by indemnification provisions requiring us to defend our customers and otherwise make them whole if we license or supply products that infringe on third party technologies or violate government regulations. Further, if a patent infringement suit were brought against us, we and our customers, development partners and licensees could be forced to stop or delay research, development, manufacturing or sales of products based on our technologies in the country or countries covered by the patent we infringe, unless we can obtain a license from the patent holder. Such a license may not be available on acceptable terms, or at all, particularly if the third party is developing or marketing a product competitive with products based on our technologies. Even if we were able to obtain a license, the rights may be nonexclusive, which would give our competitors access to the same intellectual property.

Any successful infringement action brought against us may also adversely affect marketing of products based on our technologies in other markets not covered by the infringement action. Furthermore, we may suffer adverse consequences from a successful infringement action against us even if the action is subsequently reversed on appeal, nullified through another action or resolved by settlement with the patent holder. As a result, any infringement action against us would likely harm our competitive position, be costly and require significant time and attention of our key management and technical personnel.

We may be involved in lawsuits to protect or enforce our patents, which could be expensive and time consuming.

Competitors or others may infringe our future patents. To counter infringement or unauthorized use, we may be required to file patent infringement claims, which can be expensive and time-consuming. In addition, in an infringement proceeding, a court may decide that a patent of ours is not valid or is unenforceable, or may refuse to stop the other party from using the technology at issue on the grounds that our patents do not cover that technology. An adverse determination of any litigation or defense proceedings could put one or more of our patents at risk of being invalidated or interpreted narrowly and could put our patent applications at risk of not issuing.

Interference proceedings brought by the United States Patent and Trademark Office may be necessary to determine the priority of inventions with respect to our patent applications. Litigation or interference proceedings may fail and, even if successful, may result in substantial costs and be a distraction to our management. We may not be able to prevent misappropriation of our proprietary rights, particularly in countries where the laws may not protect such rights as fully as in the United States.

Furthermore, because of the substantial amount of discovery required in connection with intellectual property litigation, there is a risk that some of our confidential information could be compromised by disclosure. In addition, during the course of this litigation, there could be public announcements of the results of hearings, motions or other interim proceedings or developments. If securities analysts or investors perceive these results to be negative, it could have a substantial adverse effect on the price of our common stock.

We may not prevail in any litigation or interference proceeding in which we are involved. Even if we do prevail, these proceedings can be expensive and distract our management.

Our patent applications may not result in issued patents, which may have a material adverse effect on our ability to prevent others from commercially exploiting products similar to ours.

Patent applications in the United States are maintained in secrecy until the patents are published or are issued. Since publication of discoveries in the scientific or patent literature tends to lag behind actual discoveries by several months, we cannot be certain that we are the first creator of inventions covered by pending patent applications or the first to file patent applications on these inventions. We also cannot be certain that our future patent applications will result in issued patents or that any of our issued patents will afford protection against a competitor. In addition, patent applications filed in foreign countries are subject to laws, rules and procedures that differ from those of the United States, and thus we cannot be certain that foreign patent applications related to issued U.S. patents will be issued. Furthermore, if these patent applications issue, some foreign countries provide significantly less effective patent enforcement than in the United States.

The status of patents involves complex legal and factual questions and the breadth of claims allowed is uncertain. Accordingly, we cannot be certain that the patent applications that we file will result in patents being issued, or that our patents and any patents that may be issued to us in the near future will afford protection against competitors with similar technology. In addition, patents issued to us may be infringed upon or designed around by others and others may obtain patents that we need to license or design around, either of which would increase costs and may adversely affect our operations.

Our patents and other protective measures may not adequately protect our proprietary intellectual property.

We regard our intellectual property, particularly our proprietary rights in our battery technology, as critical to our success. We intend to file a patent application upon development of our prototype. In addition, we generally enter into confidentiality and invention agreements with our employees and consultants. Such patents and agreements and various other measures we take to protect our intellectual property from use by others may not be effective for various reasons, including the following:

- our patent applications may not be granted for various reasons, including the existence of conflicting patents or defects in our applications;
- the patents we are granted may be challenged, invalidated or circumvented because of the pre-existence of similar patented or unpatented intellectual property rights or for other reasons;
- parties to the confidentiality and invention agreements may have such agreements declared unenforceable or, even if the agreements are enforceable, may breach such agreements;
- the costs associated with enforcing patents, confidentiality and invention agreements or other intellectual property rights may make aggressive enforcement prohibitive;
- even if we enforce our rights aggressively, injunctions, fines and other penalties may be insufficient to deter violations of our intellectual property rights; and
- other persons may independently develop proprietary information and techniques that are functionally equivalent or superior to our intellectual proprietary information and techniques but do not breach our patented or unpatented proprietary rights.

We may be unable to adequately prevent disclosure of trade secrets and other proprietary information.

We rely on trade secrets to protect our proprietary technologies, especially where we do not believe patent protection is appropriate or obtainable. However, trade secrets are difficult to protect. We rely in part on confidentiality agreements with our employees, former employees, contractors, consultants, outside scientific collaborators and other advisors to protect our trade secrets and other proprietary information. These agreements may not effectively prevent disclosure of confidential information and may not provide an adequate remedy in the event of unauthorized disclosure of confidential information. In addition, others may independently discover our trade secrets or independently develop processes or products that are similar or identical to our trade secrets, and courts outside the United States may be less willing to protect trade secrets. Costly and time-consuming litigation could be necessary to enforce and determine the scope of our proprietary rights, and failure to obtain or maintain trade secret protection could adversely affect our competitive business position.

We have not paid, and do not intend to pay, cash dividends in the foreseeable future.

Payment of cash dividends is dependent upon our revenues and earnings, if any, capital requirements and our general financial conditions, as well as requirements for surplus under state law. At present, we are unable to pay any cash dividends to any shareholder and we do not intend to do so in the immediate future. We intend to reinvest any future earnings in developing and expanding our business.

A limited trading market currently exists for our securities and we cannot assure you that an active market will ever develop, or if developed, will be sustained.

There is currently a limited trading market for our securities on the OTC Bulletin Board (the "OTCBB"). We cannot assure you when and if an active-trading market in our shares will be established, or whether any such market will be sustained or sufficiently liquid to enable holders of shares of our common stock to liquidate their investment in our company. If an active public market should develop in the future, the sale of unregistered and restricted securities by current shareholders may have a substantial impact on any such market.

FINRA sales practice requirements may also limit a stockholder's ability to buy and sell our stock.

In addition to the "penny stock" rules described above, FINRA has adopted rules that require that in recommending an investment to a customer, a broker-dealer must have reasonable grounds for believing that the investment is suitable for that customer. Prior to recommending speculative low priced securities to their non-institutional customers, broker-dealers must make reasonable efforts to obtain information about the customer's financial status, tax status, investment objectives and other information. Under interpretations of these rules, FINRA believes that there is a high probability that speculative low priced securities will not be suitable for at least some customers. The FINRA requirements make it more difficult for broker-dealers to recommend that their customers buy our common stock, which may limit your ability to buy and sell our stock and have an adverse effect on the market for our shares.

Because our common stock could be deemed a low-priced "penny stock," it would be cumbersome for brokers and dealers to trade in our common stock, making the market for our common stock less liquid and negatively affect the price of our stock.

We may be subject to certain provisions of the Securities Exchange Act of 1934 (the "Exchange Act"), commonly referred to as the "penny stock" as defined in Rule 3a51-1. A penny stock is generally defined to be any equity security that has a market price less than \$5.00 per share, subject to certain exceptions. If our stock is deemed to be a penny stock, trading will be subject to additional sales practice requirements of broker-dealers. These require a broker-dealer to:

- Deliver to the customer, and obtain a written receipt for, a disclosure document;
- Disclose certain price information about the stock;
- Disclose the amount of compensation received by the broker-dealer or any associated person of the broker-dealer;
- Send monthly statements to customers with market and price information about the penny stock; and
- In some circumstances, approve the purchaser's account under certain standards and deliver written statements to the customer with information specified in the rules.

Consequently, penny stock rules may restrict the ability or willingness of broker-dealers to trade and/or maintain a market in our common stock. Also, prospective investors may not want to get involved with the additional administrative requirements, which may have a material adverse effect on the trading of our shares.

There may be future dilution of our common stock and current shareholders will experience immediate dilution.

If we sell additional equity or convertible debt securities, those sales could result in additional dilution to our shareholders.

We have no independent audit committee nor do we have an audit committee financial expert at this time. Our full board of directors functions as our audit committee and is composed of one director who is not considered independent. This may hinder our board of directors' effectiveness in fulfilling the functions of the audit committee.

Currently, we have no independent audit committee nor do we have an audit committee financial expert at this time. Our full board of directors functions as our audit committee and is comprised of one director who is not considered to be "independent" in accordance with the requirements of Rule 10A-3 under the Exchange Act. An independent audit committee plays a crucial role in the corporate governance process, assessing our company's processes relating to its risks and control environment, overseeing financial reporting, and evaluating internal and independent audit processes. The lack of an independent audit committee may prevent the board of directors from being independent from management in its judgments and decisions and its ability to pursue the committee's responsibilities without undue influence. We may have difficulty attracting and retaining directors with the requisite qualifications. If we are unable to attract and retain qualified, independent directors, the management of our business could be compromised. In addition, the director on our board of directors is not considered to be a "financial expert" in that he does not have the education or experience of being a chief financial officer.

Our board of directors, which consists of one director, acts as our compensation committee, which presents the risk that compensation and benefits paid to these executive officers who are board members and other officers may not be commensurate with our financial performance.

A compensation committee consisting of independent directors is a safeguard against self-dealing by company executives. Our board of directors acts as the compensation committee and determines the compensation and benefits of our executive officers, administers our employee stock and benefit plans, and reviews policies relating to the compensation and benefits of our employees. Although all board members have fiduciary obligations in connection with compensation matters, our lack of an independent compensation committee presents the risk that our executive officer on the board may have influence over his personal compensation and benefits levels that may not be commensurate with our financial performance.

RISKS RELATING TO THE OFFERING

Future issuances of common shares may be adversely affected by the Equity Line.

The market price of our common stock could decline as a result of issuances and sales by us, including pursuant to the Investment Agreement, or sales by our existing shareholders, of common stock, or the perception that these issuances and sales could occur. Sales by our shareholders might also make it more difficult for us to issue and sell common stock at a time and price that we deem appropriate. It is likely that the sale of shares by Centurion will depress the market price of our common stock.

Draw downs under the Equity Line may cause dilution to existing shareholders.

Centurion has committed to purchase up to \$5,000,000 worth of shares of our common stock. From time to time during the term of the Equity Line, and at our sole discretion, we may present Centurion with a put notice requiring Centurion to purchase shares of our common stock. The purchase price of the shares will be equal to the lesser of (i) 96% of the average of the three lowest daily volume weighted average prices, or "VWAPs," (the "Market Price") of our common stock during the fifteen trading day period beginning on the trading day immediately following the date Centurion receives our put notice or (ii) the Market Price for such put less \$.01, but shall in no event be less than the Company Designated Minimum Put Share Price for such put, if applicable. As a result, our existing shareholders will experience immediate dilution upon the purchase of any of the shares by Centurion. The issue and sale of the shares under the Investment Agreement may also have an adverse effect on the market price of the common shares. Centurion may resell some, if not all, of the shares that we issue to it under the Investment Agreement and such sales could cause the market price of the common stock to decline significantly. To the extent of any such decline, any subsequent puts would require us to issue and sell a greater number of shares to Centurion in exchange for each dollar of the put amount. Under these circumstances, the existing shareholders of our company will experience greater dilution. The effect of this dilution may, in turn, cause the price of our common stock to decrease further, both because of the downward pressure on the stock price that would be caused by a large number of sales of our shares into the public market by Centurion, and because our existing stockholders may disagree with a decision to sell shares to Centurion at a time when our stock price is low, and may in response decide to sell additional shares, further decreasing our stock price. If we draw down amounts under the Equity Line when our share price is decreasing, we will need to issue more shares to raise the same amount of funding.

There is no guarantee that we will satisfy the conditions to the Investment Agreement.

Although the Investment Agreement provides that we can require Centurion to purchase, at our discretion, up to \$5,000,000 worth of shares of our common stock in the aggregate, there can be no assurances that we will be able to satisfy the closing conditions applicable for each put. Further, there are limitations on the number of shares in that each draw down amount is limited to \$250,000 provided further that the number of shares sold in each put shall not exceed a share volume limitation equal to the lesser of: (i) 1.5 million shares; (ii) 17.5% of the aggregate trading volume, excluding any block trades that exceed 50,000 shares of common stock, of the common stock traded on our primary exchange during any pricing period for such put excluding any days where the lowest intra-day trade price is less than the trigger price (which is the greater of (i) the floor price plus a fixed discount of \$.01; (ii) the floor price if any set by us divided by 0.96; or (iii) \$.01, the greater of all three clauses being referred to as the “Trigger Price”); (iii) an aggregate of \$5,000,000 worth of common stock when combined with the put shares sold in all prior puts; or (iv) such number of put shares that when added to the number of shares of our common stock then beneficially owned by Centurion would exceed 9.9% of the number of shares of our common stock outstanding. If we fail to satisfy the applicable closing conditions, we will not be able to sell the put shares to Centurion.

There is no guarantee that we will be able to fully utilize the Equity Line .

There are limitations on the number of put shares that may be sold in each put. The number of put shares that Centurion shall be obligated to purchase in a given put shall not exceed a share volume limitation equal to the lesser of: (i) 1.5 million shares; (ii) 17.5% of the aggregate trading volume, excluding any block trades that exceed 50,000 shares of common stock, in our common stock during any pricing period for such put excluding any days where the lowest intra-day trade price is less than the Trigger Price, (iii) the number of put shares which, when multiplied by their respective put share prices, equals \$250,000, (iii) an aggregate of \$5,000,000 worth of common stock when combined with the put shares sold in all prior puts; or (iv) such number of put shares that when added to the number of shares of our common stock then beneficially owned by Centurion would exceed 9.9% of the number of shares of our common stock outstanding. Thus, our ability to access the bulk of the funds available under the Equity Line depends in part on Centurion’s resale of stock purchased from us in prior puts. If with regard to a particular put, the share volume limitation is reached, we will not be able to sell the proposed put shares to Centurion. Accordingly, the Equity Line may not be available at any given time to satisfy our funding needs.

Sales under the Investment Agreement could result in the possibility of short sales.

Any downward pressure on the market price of the common shares caused by the issue and sale of shares to and by Centurion could encourage short sales by third parties. In a short sale, a prospective seller borrows common shares from a shareholder or broker and sells the borrowed common shares. The prospective seller hopes that the common share market price will decline, at which time the seller can purchase common shares at a lower price for delivery back to the lender. The seller profits when the common share market price declines because it is purchasing common shares at a price lower than the sale price of the borrowed common shares. Such sales could place downward pressure on the market price of the common stock by increasing the number of common shares being sold, which could further contribute to any decline of the market price of the common shares. Furthermore, Centurion may enter into short sales of other hedging or similar arrangements it deems appropriate with respect to put shares after it receives a put notice with respect to such put shares so long as such sales or arrangements do not involve more than the number of put shares specified in the applicable put notice.

There is uncertainty as to number of subscription shares and the amount Centurion will pay for the put shares.

The actual number of shares we will issue in any particular put or in total under the Investment Agreement is uncertain. In addition, the actual amount of proceeds that we will receive in any particular put is uncertain. Subject to certain limitations in the Investment Agreement, we have the discretion to give a put notice at any time throughout the term. The number of shares we must issue after giving a put notice will fluctuate based on the Market Price of the common shares during the put pricing period. Centurion will receive more shares if the Market Price of our common stock declines. Since the price per share of each put share will fluctuate based on the market price of our common stock during the put pricing period, the actual amount Centurion will pay for the put shares included in any particular put will decrease if the market price of our common stock declines.

Centurion will pay less than the then-prevailing market price for our common stock .

The common stock to be issued to Centurion pursuant to the Investment Agreement will be purchased at a discount of 4% of the average of the three lowest daily volume weighted average prices published daily by Bloomberg LP for our common stock during the fifteen consecutive trading day period immediately following the date specified by us on which we intend to exercise the applicable put or at a discount of one cent (whichever discount is greater). Centurion will have a financial incentive to exert downward pressure on the market price of our common stock during the put pricing period in order to acquire the put shares at a discounted price.

USE OF PROCEEDS

We will not receive any proceeds from the sale of the common stock by the selling security holders pursuant to this prospectus. All proceeds from the sale of the shares will be for the account of the selling security holders.

We have agreed to bear the expenses relating to the registration of the shares for the selling security holders. We anticipate receiving proceeds from any “puts” tendered to Centurion under the Equity Line. Such proceeds from the Equity Line are intended to be used approximately as follows: to fund our research and development, potential future acquisitions and general and administrative expenses.

DETERMINATION OF OFFERING PRICE

The offering price for the shares sold to Centurion under the put will equal the lesser of (i) 96% of the average of the three lowest daily volume weighted average prices (“VWAPs”), of our common stock during the fifteen consecutive trading day period beginning on the trading day immediately following the date of delivery of a put notice by us to Centurion or (ii) the Market Price for such put, minus \$.01, but shall in no event be less than the Company Designated Minimum Put Share Price for such put, if applicable. To the extent that the disparity between the offering price and market price of the common stock is material, such disparity was determined by our company to be fair in consideration of Centurion establishing a line of credit to facilitate our ongoing operations.

Investment Agreement

We entered into the Investment Agreement with Centurion on June 3, 2011. Pursuant to the Investment Agreement, Centurion committed to purchase up to \$5,000,000 worth of our common stock, over a period of time terminating upon 36 months from the date of the Investment Agreement (the “Equity Line”). The aggregate number of shares issuable by us and purchasable by Centurion the Investment Agreement is \$5,000,000 worth of stock, which was determined by our board of directors.

We may draw on the facility from time to time, as and when we determine appropriate in accordance with the terms and conditions of the Investment Agreement. The maximum amount that we are entitled to put in any one notice is such number of shares of common stock as equals \$250,000 provided that the number of shares sold in each put shall not exceed a share volume limitation equal to the lesser of: (i) 1.5 million shares; (ii) 17.5% of the aggregate trading volume, excluding any block trades that exceed 50,000 shares of common stock, of the common stock traded on our primary exchange during any pricing period for such put excluding any days where the lowest intra-day trade price is less than the trigger price (which is the greater of (i) the floor price plus a fixed discount of \$.01, subject to adjustment in certain circumstances; (ii) the floor price if any set by us divided by 0.96; or (iii) \$.01, the greater of all three clauses being referred to as the “Trigger Price”); (iii) an aggregate of \$5,000,000 worth of common stock when combined with the put shares sold in all prior puts; or (iv) such number of put shares that when added to the number of shares of our common stock then beneficially owned by Centurion would exceed 9.9% of the number of shares of our common stock outstanding. The offering price of the securities to Centurion will equal 96% of the of the average of the three lowest daily volume weighted average prices, or “VWAPs,” of our common stock during the fifteen trading day period beginning on the trading day immediately following the date Centurion receives our put notice. However, if, on any trading day during a pricing period, the daily VWAP of the common stock is lower than the Trigger Price, then the put amount is automatically suspended for each such trading day during the pricing period, with only the balance of such put amount above the minimum acceptable price of being put to Centurion. There are put restrictions applied on days between the put notice date and the closing date with respect to that particular put. During such time, we are not entitled to deliver another put notice.

Logistically in terms of timing of each put the Investment Agreement provides that at least one business day but no more than 5 business days prior to any intended put date, we must deliver a put notice to Centurion, stating the number of shares included in the put and the put date.

There are circumstances under which we will not be entitled to put shares to Centurion, including the following:

- we will not be entitled to put shares to Centurion unless there is an effective registration statement under the Securities Act of 1933, as amended (the “Securities Act”) to cover the resale of the shares by Centurion;

- we will not be entitled to put shares to Centurion unless our common stock continues to be quoted on the OTCBB and has not been suspended from trading;
- we will not be entitled to put shares to Centurion if an injunction shall have been issued and remain in force against us, or action commenced by a governmental authority which has not been stayed or abandoned, prohibiting the purchase or the issuance of the shares to Centurion;
- we will not be entitled to put shares to Centurion if the issuance of the shares will violate any shareholder approval requirements of the OTCBB;
- we will not be entitled to put shares to Centurion if we have not complied with our obligations and are otherwise in breach of or in default under, the Investment Agreement, our registration rights agreement with Centurion or any other agreement executed in connection therewith with Centurion; and
- we will not be entitled to put shares to Centurion to the extent that such shares would cause Centurion's beneficial ownership to exceed 9.99% of our outstanding shares.

The Investment Agreement further provides that Centurion is entitled to customary indemnification from us for any losses or liabilities it suffers as a result of any breach by the other of any provisions of the Investment Agreement or our registration rights agreement with Centurion, or as a result of any lawsuit brought by a third-party arising out of or resulting from their execution, delivery, performance or enforcement of the Investment Agreement or the registration rights agreement.

The Investment Agreement also contains representations and warranties of each of the parties. The assertions embodied in those representations and warranties were made for purposes of the Investment Agreement and are subject to qualifications and limitations agreed to by the parties in connection with negotiating the terms of the Investment Agreement. In addition, certain representations and warranties were made as of a specific date, may be subject to a contractual standard of materiality different from what a stockholder or investor might view as material, or may have been used for purposes of allocating risk between the respective parties rather than establishing matters as facts.

In connection with the preparation of the Investment Agreement and the registration rights agreement, we issued Centurion 128,453 shares of common stock as a document preparation fee having a value of \$20,000 and 1,091,703 shares of our common stock as a commitment fee having a value of \$150,000.

Dilutive Effects

Under the Investment Agreement, the purchase price of the shares to be sold to Centurion will be at a price equal to the lesser of (i) 96% of the Market Price of our common stock or (ii) the Market Price of our common stock minus \$0.01, but not less than the Company Designated Minimum Put Share Price, if any. The table below illustrates an issuance of shares of common stock to Centurion under the Investment Agreement for a hypothetical draw down amount of \$50,000 at an assumed Market Price of \$0.25.

Draw Down Amount	Market Price	Discount	Price to be Paid by Centurion	Number of Shares to be Issued
\$ 50,000	\$ 0.25	\$ (- 0.01)	\$ 0.24	208,333

By comparison, if the Market Price of our common stock was lower, the number of shares that we would be required to issue in order to have the same draw down amount of \$50,000 would be greater, as shown by the following table:

Draw Down Amount	Market Price	Discount	Price to be Paid by Centurion	Number of Shares to be Issued
\$ 50,000	\$ 0.20	\$ (- 0.01)	\$ 0.19	263,158

Accordingly, there would be dilution of an additional 54,825 shares issued due to the lower stock price. In effect, if we are interested in receiving a fixed funding amount, a lower price per share of our common stock means a higher number of shares to be issued to Centurion in order to receive that fixed funding amount, which equates to greater dilution of existing stockholders. The effect of this dilution may, in turn, cause the price of our common stock to decrease further, both because of the downward pressure on the stock price that would be caused by a large number of sales of our shares into the public market by Centurion, and because our existing stockholders may disagree with a decision to sell shares to Centurion at a time when our stock price is low, and may in response decide to sell additional numbers of shares, further decreasing our stock price.

The actual number of shares that will be issued to Centurion under the Equity Line will depend upon the Market Price of our common stock at the time of our puts to Centurion.

Likelihood of Accessing the Full Amount of the Equity Line

Notwithstanding that the Equity Line is in an amount of \$5,000,000, the likelihood that we would access the full \$5,000,000 is low. This is due to several factors including the fact that the Equity Line's share volume limitations will limit our use of the Equity Line and the Market Price may increase and thus fewer shares will need to be issued.

We determined to register in this registration statement a total of 80,000,000 shares, which represent less than one-third of our public float (after subtracting the holdings of insiders and controlling shareholders).

BUSINESS

Company Overview

We were incorporated under the name Wilshire Enterprises Limited in December 2006. On May 3, 2010, we entered into the Share Exchange with Vendum Batteries Limited ("VDL") whereby we acquired all of the issued and outstanding common stock of VDL and it became our wholly owned subsidiary. We changed our name to Vendum Batteries Inc. and our line of business from the health related business to the development of a new cellulose-based power source. In connection with the Share Exchange we engaged in a 5 for 1 forward-split our common stock.

Our Business

We are working on developing a new Carbon Nanotube (CNT) and cellulose-based energy storage source, a non-toxic, carbon based light-weight battery, that we intend to market to various industries, including the automotive and aeronautical industries. We are currently in the pre-production stage and have not yet completed development of a prototype. This proprietary battery is being designed to be entirely biodegradable, since it will be primarily composed of cellulose and will not use any of the toxic elements used in traditional batteries, such as mercury, lead, chromium, or cadmium. We intend to seek patent protection of our proprietary battery upon the completion of the development of the prototype.

Using our CNT technology, which we believe to be cutting edge and unduplicated, we hope to develop a non-toxic power source that will be capable of providing higher power output for much longer periods of time than current batteries. The batteries using our technology will have the potential to be small and light-weight, therefore they may also be utilized in human implant technology, such as in pacemakers and cochlear implants.

Our long term goal is on the automotive and aeronautical industry, however we are currently seeking to develop batteries that can be used to power greeting cards, audio books, intelligent packaging and eventually mobile phones, PDA's, iPods, music players, games consoles, laptops and the like. Furthermore, we expect that our batteries will be able to be applied to home appliances such as power tools and all kinds of toys, watches, cameras, toothbrushes and electric razors. Finally, these batteries could be used in power surveying instruments, flashlights, CCTV cameras, roadwork lighting and signs and gift cards.

During 2011, we intend to engage in additional research and development to ascertain the thermal conductive and field emission display properties of CNT based composite materials that have been observed by other scientists and university studies in an effort to create materials for insulation, heat capture and even energy generation. Research into the thermal conductive properties of cellulose and CNT materials may offer exciting new ways of developing smart materials that capture body heat and release it when required.

For 2012, we hope to be able to diversify our business into cellulose paper based electronic display materials, for smart packaging, or for paper based sensors and actuators for various industries, including the healthcare industry.

We intend to fulfill our strategic goals by seeking to acquire under performing companies and those needing investment to further develop their products within the CNT industry. In an effort to diversify ourselves and not be dependent upon one single technology, we will seek in part to acquire companies providing different ways to produce and develop the technologies that deliver both a super capacitor and a battery using CNT technologies, as well as those companies and individuals that can provide technical expertise in further researching alternative Nano wire types and the use of polymers. We will also look at printed battery technology, which is already produced by one of our competitors, as it looks as if it may become one of the simplest and cost effective CNT battery types to mass produce. The media takes an avid interest in this technology and any notable advances, and we intend to take full advantage of developments we can release to the media and further drive and increase the demand for power from CNT based batteries. Finally, we will attempt to locate a company that is both proficient at producing CNT's and providing competitors with electronics quality CNT's, so that we can minimize the need for raw CNT producers and associated costs to transport them to the battery production facility. We believe that the aggregated company will be able to achieve significant economies of scale, will be able to acquire further intellectual property and, with excellent technical expertise, expand into new markets.

Properties

We do not own or lease any real property. Our principal executive offices are located at 400 Thames Valley Park Drive, Reading, Berkshire, England, RG6 1PT. Our Chief Executive Officer has provided us office space without charge.

Principal Products and Services

From inception, our business model has been to sell licenses to use our intellectual property to produce and develop “green” and “non-toxic” paper battery technology. We expect to enter into licenses with distributors, EOM’s and developing manufacturer relationships. We currently have relationships with research institutes and universities, such as the University of Surrey in England, where we can fund research and development with technical specialists in our field across Europe and North America.

Our paper battery is currently designed to use a paper-thin sheet of cellulose infused with aligned CNT. The nanotubes act as electrodes, allowing the storage devices to conduct electricity. More than 90% of the battery is expected to be made of cellulose, the same compound that is derived from plant cells and is used in newsprint, loose leaf paper, lunch bags and most types of paper. The battery is being developed to provide a low, steady power output, as well as a super capacitor’s quick burst of energy. While a conventional battery contains a number of separate components, the paper battery can integrate all of the battery components in a single structure, making it more energy efficient and light-weight.

We believe that our batteries will be unique in the following ways:

1. Nanotechnology. Our batteries will be paper-thin sheet of cellulose infused with aligned carbon nanotubes that act as electricity conducting electrodes.
2. Ecological. Our batteries will not contain any mercury, lead, chromium, cadmium or other heavy metals that are found in today’s batteries and no ozone-depleting solvents are used in production. They will be 90% composed of cellulose which is the same plant cell used in paper products and therefore biodegradable.
3. Temperature resistant. The lack of water content in our batteries will allow them to function in extreme temperatures ranging from temperatures up to 300 ° F and down to 100 ° F below zero. We believe that our batteries will eventually be capable of powering a small device such as a pacemaker or cochlear implant without introducing any harsh chemicals into the body. Early indications show that with further development, the paper battery could be energized by the electrolyte emitted from one's own blood or body sweat.
4. Flexible. The device will have the ability to be rolled, twisted, folded, or cut into any number of shapes with no loss of mechanical integrity or efficiency. As development progresses, we expect that the paper batteries will be stackable to boost the total power output. When power output grows, the paper battery will be moldable into different shapes which would enable important new engineering innovations.
5. Better alternative. Our batteries will provide a low, steady power output, as well as have a super-capacitor’s quick burst of energy. In comparison, while a conventional battery contains a number of separate components our batteries will integrate all of the battery components in a single structure making it more energy efficient and light-weight.

Background of the Invention

The basic components of a battery are the electrodes with terminals to connect to an external circuit, a separator to keep the electrodes apart and prevent them from shorting, the electrolyte which carries the charged ions resulting from the chemical reactions taking place at the electrodes and a cover to contain the active chemicals and hold the electrodes in place.

The chemical reactions made use of in batteries involve oxidation and reduction reactions (redox reactions). There are two broad classes of batteries, i.e. liquid state batteries (“wet” batteries), in which the electrolyte is liquid or wet, and solid state batteries (“dry batteries”), in which the electrolyte is in a solid state. All current batteries utilize similar procedures to create electricity; which is the use of chemical reactions to trap ions that move from one electrode to another, however, variations in materials and construction have produced different types of batteries.

Batteries are often classified by the type of electrolyte used in their construction. There are three common classifications; acid, mildly acid, and alkaline. Different examples of electrolytes are acids, such as sulphuric acid, salts, such as ammonium chloride and zinc chloride, and alkalis, such as sodium hydroxide or potassium hydroxide. The electrolyte solution can e.g. contain $ZnCl_2$ as a main ingredient as well as additive(s) as other ingredient(s), such as for example binder(s) in the Zinc/manganese dioxide battery. The additive(s) in the electrolyte solution comprises binder(s) in order to bind the electrode material particles to the electrode paste.

In addition to acid, mildly acid, and alkaline electrolytes, the electrolyte might be an organic solution. For example batteries of Li-type are not suitably working in an acidic or alkaline environment. They are primarily working in solid or organic ionic liquid environments.

The anode material in a battery may be e.g. Cu, Pb, Ni, Fe, Cr, Zn, Al, Mg or Li, while the cathode may be e.g. of Ferrate, Iron oxide, Cuprous oxide, Cupric oxide, Cobaltic oxide, Manganese dioxide, Lead dioxide, Silver oxide, Nickel oxyhydroxide, Nickel dioxide, Silver peroxide, Permanganate, or Bromate. E.g. a carbon/zinc cell "dry" battery uses a zinc anode, a manganese dioxide cathode, and an electrolyte of ammonium chloride and/or zinc chloride dissolved in water. These materials can be costly and difficult to obtain and therefore scientists have been attempting to develop an alternative, such as a battery based on CNTs.

However, batteries that use CNTs do not use the standard anode material and our battery will not contain water either. Our battery will store energy in an electric field. Thin film batteries, which term in this text is to be understood as "layered-structured batteries" in any shape or size, and flexible batteries can be made by printing on to paper, plastics, or other kind of thin foil. Because of their relatively small thickness, the energy storage and current carrying capacity of thin film batteries has been low, these properties being, however, dependent on their area as well and can be made sufficient for desired applications. They have unique properties, which distinguish them from conventional batteries, and in fact the capacity is still enough for a lot of applications. Thin film batteries have a wide range of uses as power sources for consumer products and for micro-sized applications. Thin film batteries are flexible and also suitable for powering smart cards and Radio Frequency Identification (RFID) tags.

Distribution Methods and Marketing

We are a licensing and project management company and therefore do not intend to acquire manufacturing facilities. All work on product development and manufacturing is expected to be outsourced.

We do not plan to manufacture the products, but rather connect the dots in a new market utilizing IP which we have developed and subsequently license to manufacturers and developers to bring the most cost effective product to the global market.

We believe that manufacturers of all types of commercial products - from microchips to cell phones, lawnmowers to automobiles, medical implants to cordless power tools - would benefit from battery technology with better performance that is lighter, smaller, cheaper, safer and greener, and we intend to deliver that technology.

The Industry

According to a report published by the Global Industry Analysts, Inc. in January 2011, the global market for rechargeable batteries is forecast to reach \$16.4 billion by the year 2015. The factors that the report attributes to driving market growth include growing consumer acceptance of rechargeable battery technologies in various parts of the world, rapid growth in the electronics market and the increasing role of rechargeable batteries in the automotive sector. In addition, innovative product launches and rising demand from Asia-Pacific including China are also cited as aiding the growth in the market. While the United States is in the midst of an economic slowdown and many parts of the world were affected by the global financial crisis during 2008 and 2009 that led to a decline in the global battery market, it is reported that the industry is expected to increase due to growth in the electronics market, innovative product launches and the increased role of rechargeable batteries in the automotive sector. Asia-Pacific represents the largest and fastest growing regional market for rechargeable batteries worldwide and Europe represents another major market for rechargeable batteries.

Innovative Research and Products Inc reports in its November 2010 publication that the global market for thin-film batteries is expected to reach \$90 million in 2010 and will increase to \$600 million by 2015 with a rapid growth rate of 46.1% annually over the next five years. The range for the average annual growth is expected to be 37.9% to 676.8% for the six major regions (North America, Europe, Japan, China, India and Korea) for the period 2010 to 2015. The feature of thin-film batteries, their ability to provide the required power while occupying little space and adding negligible mass, account for the growth of their market. In addition, the fact that they can be suited for a variety of applications requiring low-voltage power where traditional batteries are problematic is also mentioned as a factor aiding this growth.

Research and Development

During the last two years we spent approximately \$50,000 on our research and development activities, which consisted primarily of consultancy services for patent analysis, competitors, IP valuation and future project plans.

We have studied the market and patent landscape closely and along with this, have done extensive research regarding who is best positioned to assist us in making our future battery and super capacitor patents novel, thereby making our intellectual property truly unique and of great interest to investors and existing manufacturers alike.

Sources and Availability of Raw Materials and Principal Suppliers

CNTs are very small; the diameter of a nanotube is on the order of one nano-meter, many times smaller than the width of a human hair, but up to several microns long. CNTs come in two principal forms, single-walled carbon nanotubes (SWCNT) and multi-walled (MWCNT). SWCNT are a one-atom-thick layer of graphite, called graphene, wrapped into a seamless cylinder with either open or closed ends and CNTs can be conducting or semi-conducting.

We will most likely use SWCNTs, which are available from established chemical companies around the world. The chemical companies we will source from will be experienced in producing consistent quality nanotubes intended for the electronics market, and so far we have identified the following potential suppliers: Nano-C in the U.S., Thomas Swan in the U.K., and Nanocyl in Belgium. All companies have demonstrated specialist capability in producing SWCNT for our purposes and offer expertise in use of CNT's in other applications such as memory, clear conducting polymers for flat panel displays, should the company wish to diversify.

With R&D not yet completed, we can select raw material suppliers of CNT's locally in each country in which we operate and by keeping our options open, we will be able to make quick decisions on valuable new partnership opportunities as they arise. Due to the research being conducted by several universities in developing processes and materials to improve the current manufacturing of CNTs, including some universities with whom we have a relationship, and the funding being provided by many leading brand names to achieve improvements in CNT manufacturing, we believe that CNTs will become available from many new sources and achieve desirable results. For example, the Far East is a fast-developing region that is now engaged in cost-effective mass production of CNTs.

Customers

Our strategy is to diversify our customer base and avoid having any one customer providing more than 20% of our total net income. We will attempt to minimize risk by spreading the work across multi regions and customers. The aim is to create collaborative partnerships so we can spread the financial risk of developing finished products and processes. By patenting both the product and process, we expect to open up multiple license opportunities, in multiple markets.

Competition and Market Overview

Like many businesses, our market is dominated by a few major companies, with greater financial resources than us and greater ability to reach the end customers, therefore making it potentially more difficult for us to successfully launch our products without coming up against some stiff competition on price and ability to deliver mass volume. This is mainly driven by the fact that CNTs are both expensive at this time and that there are also few companies who can manufacture the volumes required for mass market products.

The industry consists of major companies, most of which have existing relationships in the markets into which we sell as well as financial, technical, marketing, sales, manufacturing, scaling capacity, distribution and other resources and name recognition substantially greater than ours. Included among our competitors are various universities such as the Massachusetts Institute of Technology and Stanford University, each of which is conducting extensive research into the development of batteries using carbon nanotubes. These companies or universities may develop batteries or other technologies that perform as well as or better than our batteries. We believe that our primary competitors are existing suppliers of cylindrical lithium-ion, nickel cadmium, nickel metal-hydride and in some cases, non-starting/lighting/ignition lead-acid batteries as well as those developing carbon nanotubes batteries. A number of our competitors have existing and evolving relationships with our target customers. For example, Bosch and Samsung formed SB LiMotive to focus on the development, production and marketing of lithium-ion battery systems for application in hybrid and other electric vehicles, and Dow Chemical has entered into a joint venture with Kokam America and others, to build a facility in Michigan for the manufacture of lithium polymer batteries for use in HEVs and EVs. In addition, NEC Corporation and Nissan entered into a joint venture to develop lithium-ion batteries in prismatic form, Sanyo and Volkswagen agreed to develop lithium-ion batteries for HEVs, Sanyo already provides nickel metal hydride batteries for Ford and Honda, and Toyota and Panasonic are engaged in a joint venture to make batteries for HEVs and EVs. LG Chem and its subsidiary, Compact Power, have also developed lithium-ion battery systems for hybrid and other electric vehicles. These competitors may be able to offer lower prices for their batteries than we can offer, and may even sell their batteries at below their production costs in order to compete with us, particularly in the transportation market. In addition, we expect new competitors will enter the markets for our products in the future. Potential customers may choose to do business with our more established competitors, because of their perception that our competitors are more stable, are more likely to complete various projects, can scale operations more quickly, have greater manufacturing capacity, are more likely to continue as a going concern and lend greater credibility to any joint venture. If we are unable to compete successfully against manufacturers of other batteries or technologies in any of our targeted applications, our business could suffer, and we could lose or be unable to gain market share

Government Regulation

We are not currently affected by any governmental regulations.

Environmental Regulation and Compliance

We do not anticipate any costs or effects from environmental compliance. There are certain health and safety issues with CNT that need to be addressed but we along with our partners such as Thomas Swann, will ensure that any CNT products which get past the development stage and into the production stage will have already met all ISO standards and/or their foreign counterparts.

Employees

We currently have no full time employees, but several consultants and advisors. We do not have written agreements with any of our employees, however, we have retained our director and Chief Executive Officer, Fraser Cottingham, who performs his duties for the company on a consultancy basis. We have also hired a number of advisors and consultants who have helped us in the development stage and will continue to support us through to commercialization of our products and services.

Dr. Bojan Boskovic is an independent advisor to the board and has played a vital part in helping us identify the patent landscape, key competitors and market opportunity to create new intellectual property in the battery and supercapacitor markets. For his services, Dr. Boskovic is paid an hourly rate and has received an aggregate of \$21,253 for his services during 2010 and through June 30, 2011. It is anticipated that Dr. Boskovic will also oversee all aspects of R&D management, both in the UK and the US. He has an extensive background in the CNT area. Dr. Boskovic is a founder and CEO of the Cambridge Nanomaterials Technology Ltd (www.CNT-Ltd.co.uk) a consultancy company specialized in carbon nanomaterials. He has more than ten years of hands-on expertise in carbon nanomaterials and composites from industry and academia in the UK and Europe and extensive network of contacts in the field. Previously, he worked as a CNT R&D Manager at Nanocyl, one of leading carbon nanotube manufacturing companies in Europe. At Nanocyl he was leading a team of researchers and scientist in carbon nanomaterials applications ranging from polymer composites to electronic and bio-medical applications. He was also a Principal Engineer-Carbon Scientist at Meggitt Aircraft Braking Systems, where he was leading R&D project to develop new aircraft brakes based on carbon nano-materials. He worked as a Research Associate at the University of Cambridge on carbon nanotube synthesis and on carbon nanotube – carbon fibre epoxy composites for aerospace applications. Before coming to Cambridge he was a Senior Specialist at The Morgan Crucible PLC where he invented method for in situ growth of carbon nanotubes within carbon fiber cloth that he later utilized at Meggitt for aircraft brake discs carbon-carbon composite materials. During his PhD at the University of Surrey he invented low temperature carbon nanofibre synthesis method using PECVD. This research was granted a patent, published in Nature Materials and utilized by CNT synthesis equipment manufacturer Surrey Nano Systems. He is a board member of the British Composites Society and a member of the Steering and Review Group for the Mini-IGT in Nanotechnology that advises UK Government on nanotechnology strategy.

MANUFACTURING AND QUALITY CONTROL

We do not intend to manufacture any products but instead plan to outsource the manufacture of our products. Our products will be manufactured by third parties and we will be reliant upon these third parties to maintain proper quality control. Our manufacturer will be required to maintain good manufacturing compliance. We also intend to do our own random testing of our products to ensure that they meet our specific quality standards. Inasmuch as we will not manufacture the products and we will not be subject to good manufacturing regulations, we will be subject to inspection of our corporate headquarters where the raw materials of our products are kept in inventory.

TRADEMARKS AND PATENT

We currently do not have any patents or pending patent applications. We intend to apply for patent protection of our technology upon completion of the successful prototype. We regard our patent, trademarks, copyrights, domain names, trade dress, trade secrets, proprietary technologies, and similar intellectual property as important to our success, and we rely on patent, trademark and copyright law, trade-secret protection, and confidentiality and/or license agreements with our employees, customers, partners, suppliers and others to protect our proprietary rights.

The steps we take to protect our proprietary rights in our intellectual property and brand name may not be adequate to prevent the misappropriation of our intellectual property and brand name in the United States or abroad. Existing patent and trademark laws afford only limited practical protection for our intellectual property and product lines. However, because of the rapid pace of the natural product industry's development, we believe that the legal protection for our product is less significant to our success than the knowledge, technical expertise and marketing skills of our personnel, the frequency of product expansion and pace of market penetration.

MARKET PRICE OF COMMON STOCK AND OTHER STOCKHOLDER MATTERS

Our common stock is currently quoted on the OTCBB, which is sponsored by FINRA. The OTCBB is a network of security dealers who buy and sell stock. The dealers are connected by a computer network that provides information on current “bids” and “asks,” as well as volume information. Our shares are quoted on the OTCBB under the symbol “VNDB.”

The following table sets forth the range of high and low bid quotations for our common stock for each of the periods indicated as reported by the OTCBB. These quotations reflect inter-dealer prices, without retail mark-up, mark-down or commission and may not necessarily represent actual transactions.

Fiscal Year Ending December 31, 2010		
Quarter Ended	High \$ (1)	Low \$ (1)
December 31, 2010	.92	.1
September 30, 2010	2.99	0
June 30, 2010	1.4	0.75
March 31, 2010	.7	0
Fiscal Year Ending December 31, 2009		
Quarter Ended	High \$	Low \$
December 31, 2009	.6	0
September 30, 2009	.05	0
June 30, 2009	.08	0
March 31, 2009	.08	0

Penny Stock

The SEC has adopted rules that regulate broker-dealer practices in connection with transactions in penny stocks. Penny stocks are generally equity securities with a market price of less than \$5.00, other than securities registered on certain national securities exchanges or quoted on the NASDAQ system, provided that current price and volume information with respect to transactions in such securities is provided by the exchange or system. The penny stock rules require a broker-dealer, prior to a transaction in a penny stock, to deliver a standardized risk disclosure document prepared by the SEC, that: (a) contains a description of the nature and level of risk in the market for penny stocks in both public offerings and secondary trading; (b) contains a description of the broker's or dealer's duties to the customer and of the rights and remedies available to the customer with respect to a violation of such duties or other requirements of the securities laws; (c) contains a brief, clear, narrative description of a dealer market, including bid and ask prices for penny stocks and the significance of the spread between the bid and ask price; (d) contains a toll-free telephone number for inquiries on disciplinary actions; (e) defines significant terms in the disclosure document or in the conduct of trading in penny stocks; and (f) contains such other information and is in such form, including language, type size and format, as the SEC shall require by rule or regulation.

The broker-dealer also must provide, prior to effecting any transaction in a penny stock, the customer with (a) bid and offer quotations for the penny stock; (b) the compensation of the broker-dealer and its salesperson in the transaction; (c) the number of shares to which such bid and ask prices apply, or other comparable information relating to the depth and liquidity of the market for such stock; and (d) a monthly account statement showing the market value of each penny stock held in the customer's account.

In addition, the penny stock rules require that prior to a transaction in a penny stock not otherwise exempt from those rules, the broker-dealer must make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser's written acknowledgment of the receipt of a risk disclosure statement, a written agreement as to transactions involving penny stocks, and a signed and dated copy of a written suitability statement.

These disclosure requirements may have the effect of reducing the trading activity for our common stock. Therefore, stockholders may have difficulty selling our securities.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion of our financial condition and results of operations should be read in conjunction with the financial statements and the notes to those statements included elsewhere in this prospectus. This discussion includes forward-looking statements that involve risks and uncertainties. As a result of many factors, such as those set forth under "Risk Factors" and elsewhere in this prospectus, our actual results may differ materially from those anticipated in these forward-looking statements.

Certain statements contained herein, including statements regarding the anticipated development and expansion of our business, our intent, belief or current expectations, primarily with respect to our future operating performance and other statements contained herein regarding matters that are not historical facts, are "forward-looking" statements. Future filings with the Securities and Exchange Commission, future press releases and future oral or written statements made by us or with our approval, which are not statements of historical fact, may contain forward-looking statements, because such statements include risks and uncertainties, actual results may differ materially from those expressed or implied by such forward-looking statements.

All forward-looking statements speak only as of the date on which they are made. We undertake no obligation to update such statements to reflect events that occur or circumstances that exist after the date on which they are made.

This Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") section discusses our results of operations, liquidity and financial condition, and certain factors that may affect our future results. You should read this MD&A in conjunction with our audited financial statements and accompanying notes included herein. This plan of operation contains forward-looking statements that involve risks, uncertainties, and assumptions. The actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors, including, but not limited to, those presented under "Risk Factors" or elsewhere in this Report.

Results of Operations for the three months ended March 31, 2011 and 2010 and for the Period from November 16, 2009 (Date of Inception) to March 31, 2011

We generated no revenue for the period from November 16, 2009 (Date of Inception) until March 31, 2011. Without revenues, we are forced to rely on fundraising activities in order to continue as a going concern. If we are unable to generate revenues or raise funds in the near future, we will be forced to consider other business opportunities or cease operations.

Our operating expenses were \$63,195 for the three months ending March 31, 2011, as compared with \$45,069 for the same period ended 2010. The increase in our operating expenses is largely the result of \$2,115 more spent on professional fees and \$16,399 more spent on consulting fees for the three months ended March 31, 2011.

Our operating expenses were \$415,348 for the period from November 16, 2009 (Inception) to March 31, 2011. Our operating expenses for the period from November 16, 2009 (Inception) to March 31, 2011 were primarily related to consulting fees of \$331,352, professional fees of \$48,347 and general and administrative expenses of \$35,649.

We had an interest expense of \$2,250 for the three months ended March 31, 2011 that we did not have for the three months ended March 31, 2010.

We therefore recorded a net loss of \$65,445 for the three months ended March 31, 2011, as compared with \$45,069 for the three months ended March 31, 2010. We recorded a net loss of \$724,786 for the period from November 16, 2009 (Inception) to March 31, 2011.

Results of Operations for the Years Ended December 31, 2010 and 2009

We generated no revenue for the period from November 16, 2009 (date of inception) until December 31, 2010. Without revenues, we are forced to rely on fundraising activities in order to continue as a going concern. If we are unable to generate revenues or raise funds in the near future, we will be forced to consider other business opportunities or cease operations.

Our operating expenses were \$328,533 for the year ended December 31, 2010. Our primary operating expenses for the year ended December 31, 2010 were consulting fees of \$258,313. There are also general and administrative expenses of \$27,873 and professional fees of \$42,347.

Our operating expenses were \$352,153 for the period from November 16, 2009 (date of inception) to December 31, 2010. Our operating expenses for the period from November 16, 2009 to December 31, 2010 were primarily related to consulting fees of \$278,125, professional fees of \$45,847 and general and administrative expenses of \$28,181.

We recorded a net loss of \$635,376 for the year ended December 31, 2010. We recorded a net loss of \$659,341 for the period from November 16, 2009 (date of inception) to December 31, 2010.

Liquidity and Capital Resources

The financial statements have been prepared on a going concern basis which assumes our company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. We have a working capital deficit, and have incurred losses since inception resulting in an accumulated deficit of \$659,341 as of December 31, 2010, and further losses are anticipated in the development of our business raising substantial doubt about our company's ability to continue as a going concern. The ability to continue as a going concern is dependent upon our company generating profitable operations in the future and/or obtaining the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due. Management intends to finance operating costs over the next twelve months with existing cash on hand and loans from directors and/or private placement of common stock.

As of March 31, 2011, we had total current assets of \$59,066, consisting entirely of cash, and total assets in the amount of \$259,066. We had current liabilities in the amount of \$353,607 as of March 31, 2011. Thus, we had a working capital deficit of \$294,541 as of March 31, 2011. As of December 31, 2010, we had total current assets of \$21,766, consisting entirely of cash, and total assets in the amount of \$221,766. We had current liabilities in the amount of \$248,978 as of December 31, 2010. Thus, we had a working capital deficit of \$227,212 as of December 31, 2010.

Operating activities used \$212,184 in cash for the period from November 16, 2009 (Date of Inception) until March 31, 2011. Our net loss of \$724,786 was the sole reason for our negative operating cash, offset by the impairment of intellectual property of \$300,000, an increase in accrued expenses of \$194,484, an increase in related party accrued expenses of \$8,680, and an increase in related party accrued interest of \$9,438. Investing activities used \$10,000 for the period from November 16, 2009 (Date of Inception) until March 31, 2011 for the acquisition of intellectual property. Financing activities during the period from November 16, 2009 (Date of Inception) until March 31, 2011 generated \$286,007 in cash during the period, largely represented by \$215,000 in proceeds from convertible notes, and \$70,000 in proceeds from the sale of common stock.

Operating activities used \$185,868 in cash for the period from November 16, 2009 (date of inception) until December 31, 2010. Our net loss of \$659,341 was the sole reason for our negative operating cash, offset mainly by an impairment of intellectual property in the amount of \$300,000 and an increase in accrued expenses of \$157,605. Investing activities used \$10,000 for the period from November 16, 2009 until December 31, 2010 for the acquisition of intellectual property. Financing activities during the period from November 16, 2009 until December 31, 2010 generated \$220,507 in cash during the period, primarily attributable to proceeds from convertible notes and the sale of our common stock.

On March 23, 2011, we entered into a Securities Purchase Agreement with an accredited investor for the sale of a Convertible Promissory Note in the aggregate principal amount of \$65,000. Additionally, on May 3, 2011, we entered into a Securities Purchase Agreement with an accredited investor for the sale of a Convertible Promissory Note in the aggregate principal amount of \$32,500. The net proceeds of these financing, after deducting placement agent fees, are to be used for general working capital purposes.

In June 2011, we entered into the Investment Agreement with Centurion for the provision of the Equity Line of up to \$5,000,000. Pursuant to the terms and conditions of the Investment Agreement, we may sell newly issued shares of our common stock to Centurion (each such sale, a "put") from time to time at a price equal to the lesser of (i) 96% of the Market Price (as defined below) of our common stock or (ii) the Market Price of our common stock minus \$0.01, subject to certain dollar and share volume limitations for each put, until the earlier of (a) 36 months from the date of the Investment Agreement, or (b) until all puts under the Investment Agreement have reached an aggregate gross sales price equal to \$5,000,000. Each put amount is limited to \$250,000 provided further that the number of shares sold in each put shall not exceed a share volume limitation equal to the lesser of: (i) 1.5 million shares; (ii) 17.5% of the aggregate trading volume, excluding any block trades that exceed 50,000 shares of common stock, of the common stock traded on our primary exchange during any pricing period for such put excluding any days where the lowest intra-day trade price is less than the trigger price (which is the greater of (i) the floor price plus a fixed discount of the lesser of \$.01, (ii) the floor price if any set by us divided by 0.96 or (iii) \$.01, the greater of all three clauses being referred to as the "Trigger Price"); (iii) an aggregate of \$5,000,000 worth of common stock when combined with the put shares sold in all prior puts; or (iv) such number of put shares that when added to the number of shares of our common stock then beneficially owned by Centurion would exceed 9.9% of the number of shares of our common stock outstanding. The Investment Agreement provides that prior to exercising any put we must have a registration statement declared effective with respect to the shares to be sold under the Equity Line. "Market Price" means the average of the three lowest daily volume weighted average prices published daily by Bloomberg LP for our common stock during the fifteen consecutive

trading day period immediately following the date specified by us on which we intend to exercise the applicable put. In connection with the preparation of the Investment Agreement and the registration rights agreement, we issued Centurion 128,453 shares of common stock as a document preparation fee having a value of \$20,000 and 1,091,703 shares of our common stock as a commitment fee having a value of \$150,000.

Despite our recent financings, we have insufficient cash to operate our business at the current level for the next twelve months and insufficient cash to achieve our business goals. The success of our business plan is contingent upon us obtaining additional financing. We intend to fund operations through debt and/or equity financing arrangements such as the Equity Lien; however there can be no assurance that we will meet the conditions necessary to be able to use the Equity Line. Other than the Equity Line, we do not have any formal commitments or arrangements for the sales of stock or the advancement or loan of funds at this time. There can be no assurance that any additional financing will be available to us on acceptable terms, or at all.

We have notes payable issued to various lenders. A summary of the outstanding notes are as follows: (i) On July 26, 2010, we issued a convertible promissory note, in the principal amount of \$50,000, to Paramount Trading Company Inc. (the "Note"). The Note accrues interest at 12% per annum. The Note, together with all accrued interest, is due and payable by July 27, 2011. The Note is convertible into shares of our common stock at fair market value, determined by the lesser of our share price of our last private offering or the 30 day average of our trading stock; (ii) On March 23, 2011, we issued a note in the aggregate principal amount of \$65,000 (the "Note"). The Notes bear interest at the rate of 8% per annum and matures on December 28, 2011. The Note is convertible into shares of our common stock beginning 180 days from the date of the Note at a conversion price of 60% of the average of the lowest three trading prices of our common stock during the ten trading days on the OTCBB proceeding the conversion date. The number of shares issuable upon conversion shall be proportionally adjusted to reflect any stock dividend, split or similar event; (iii) On May 3, 2011, we entered into a Securities Purchase Agreement (the "Purchase Agreement") with an accredited investor (the "Holder") for the sale of a convertible promissory note (the "Note") in the aggregate principal amount of \$32,500. The Notes bear interest at the rate of 8% per annum and matures on February 2, 2012. The Note is convertible into shares of our common stock beginning 180 days from the date of the Note at a conversion price of 58% of the average of the lowest three trading prices of our common stock during the ten trading days on the OTCBB proceeding the conversion date. The number of shares issuable upon conversion shall be proportionally adjusted to reflect any stock dividend, split or similar event; and (iv) On May 18, 2010, we issued a convertible promissory note, in the principal amount of \$25,000 (the "Note"). The Note accrues interest at 12% per annum. The Note, together with all accrued interest, is due and payable by September 3, 2011.

Set forth below is a chart of our outstanding debt obligations as of May 31, 2011:

Original Principal Amount	Maturity Date	Features
\$50,000	July 27, 2011	Interest rate 12% Convertible into shares of our common stock determined by the lesser of our share price of our last private offering or the 30 day average of our trading stock
\$65,000	December 28, 2011	Interest rate 8% Convertible into shares of our common stock beginning 180 days from the date of the note at a conversion price of 60% of the average of the lowest three trading prices of our common stock during the ten trading days on the OTCBB proceeding the conversion date
\$32,500	February 2, 2012	Interest rate 8% Convertible into shares of our common stock beginning 180 days from the date of the note at a conversion price of 58% of the average of the lowest three trading prices of our common stock during the ten trading days on the OTCBB proceeding the conversion date
\$25,000	September 3, 2011	Interest rate 12 %
\$7,000	April 30, 2011	Interest rate 5%

Critical Accounting Policies

In December 2001, the SEC requested that all registrants list their most “critical accounting policies” in the Management Discussion and Analysis. The SEC indicated that a “critical accounting policy” is one which is both important to the portrayal of a company’s financial condition and results, and requires management’s most difficult, subjective or complex judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain.

Our critical accounting policies are set forth in Note 3 of the financial statements.

Recently Issued Accounting Pronouncements

We do not expect the adoption of recently issued accounting pronouncements to have a significant impact on our results of operations, financial position or cash flow.

Issuances of Common Stock

On November 29, 2010, we completed a 5:1 forward stock split and increased our authorized share capital to 750,000,000 shares of common stock.

On October 25, 2010, we issued 500,000 shares of our common stock at a price of \$0.70 per share for total proceeds of \$70,000.

On May 24, 2010, the Company completed an approximately 3:1 forward stock split.

In a share exchange transaction that closed on May 3, 2010, we acquired all the issued and outstanding shares of Vendum Batteries Limited through the issuance of 8,500,020 (after taking into account all stock splits) shares of common stock . In addition, two debt holders converted their debt into an aggregate of 19,049,809 shares of our common stock.

On May 3, 2010, we agreed to convert a note payable in the principal amount of \$490,000 into 232,749,907 shares of common stock.

On May 3, 2010 we converted a note payable of \$75,000 into 33,750,013 shares of common stock.

On May 18, 2010 we issued a promissory note in the principal amount of \$25,000 that bears interest at a rate of 12% per annum and matures on September 3, 2011 to a related party. On November 21, 2010 we issued 500,000 shares of our common stock to Sobini Capital Inc. for \$70,000.

On June 26, 2010 we issued a promissory note in the principal amount of \$25,000 that bears interest at a rate of 12% per annum and matures on September 3, 2011 to a related party. Interest payments accrue upon the note issuance but are not paid until the loan matures on July 27, 2011.

On May 5, 2011 in connection with the Investment Agreement we issued 128,453 shares of our common stock to Centurion and on June 5, 2011 we issued 1,091,703 shares of our common stock to Centurion as a commitment fee. These securities were issued in reliance on Section 4(2) of the Act. The issuance did not involve any general solicitation or advertising by us. Centurion acknowledged the existence of transfer restrictions applicable to the securities sold by us. Certificates representing the securities sold contain a legend stating the restrictions on transfer to which such securities are subject.

In July 2011, we issued 5,000,000 shares of our common stock to two advisors in accordance with the terms of agreements that we entered into during the prior year.

These issuances of shares qualified for exemption under Section 4(2) of the Securities Act since the issuances did not involve a public offering. The issuances were not a public offering as defined in Section 4(2) because the offer and sale was made to an insubstantial number of persons and because of the manner of the offering. These issuances were done with no general solicitation or advertising by us. Based on an analysis of the above factors, our company has met the requirements to qualify for exemption under Section 4(2) of the Securities Act for these issuances.

MANAGEMENT’S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

DIRECTORS, EXECUTIVE OFFICERS, PROMOTERS AND CONTROL PERSONS

Executive Officers

The following table contains information with respect to our current executive officers and directors.

Name	Age	Office(s) Held
Fraser Cottington	44	President, Chief Executive Officer, Chief Financial Officer and Director

Set forth below is a brief description of the background and business experience of our current executive officers and directors.

Fraser Cottington

Since May 2010, Mr. Cottington has served as our President, Chief Executive Officer, Chief Financial Officer and a director. From July 2008 to November 2009, Mr. Cottington has been involved in directing the business development of a start up information management solution, liaising across England with the Healthcare industry, and assisting NHS bodies in meeting compliance criteria across complex information management policies. From 2005 to 2008 Mr. Cottington managed sales, marketing and product development for a Siemens company specializing in information risk management and business continuity, where he developed business with central government departments, NATO, MOD, healthcare and corporate clients in the banking and oil & gas sectors.

Mr. Cottington's experience with developmental companies makes him an invaluable director. In addition, his product development skills also make him well suited to be our director.

Term of Office

Our directors hold office until the next annual general meeting of our shareholders or until removed from office in accordance with our bylaws. Our officers are appointed by our board of directors and hold office until removed by the board.

Family Relationships

There are no family relationships between or among the directors, executive officers or persons nominated or chosen by us to become directors or executive officers.

Involvement in Certain Legal Proceedings

To the best of our knowledge, during the past ten years, none of the following occurred with respect to a present or former director, executive officer, or employee: (1) any bankruptcy petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time; (2) any conviction in a criminal proceeding or being subject to a pending criminal proceeding (excluding traffic violations and other minor offenses); (3) being subject to any order, judgment or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining, barring, suspending or otherwise limiting his or her involvement in any type of business, securities or banking activities; and (4) being found by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission or the Commodities Futures Trading Commission to have violated a federal or state securities or commodities law, and the judgment has not been reversed, suspended or vacated.

Advisory Board

We had an advisory board consisting of 2 members.

On June 25, 2010, we entered into an Advisory Board Member Agreement (the "Bandaru Agreement") with Professor Prabhakar Bandaru who is a US citizen. Per the terms of the Bandaru Agreement, Professor Bandaru was to serve for a period of 12 months as an advisor to our company for technical issues with our battery products, and other advisory services as determined from time to time by the board of directors. As consideration for the Bandaru Agreement, Professor Bandaru received a one-time payment of 0.5% shares of our common stock (2,500,000 shares of our common stock). We are currently negotiating the terms of an extended agreement with Professor Bandaru.

Mr. Bandaru is currently an Associate Professor of Materials Science in the Mechanical Engineering Department at U.C. San Diego. He is also affiliated with the Electrical Engineering and Nanoengineering departments. His research group is interested in materials physics and chemistry, broadly looking at the electrical, electrochemical, optical, and thermal properties of materials at the mesoscopic and microscopic levels. Professor Bandaru was named to the Scientific American 50 and also received a young investigator award from the National Science Foundation. In addition he has received the NSF Career Award from the National Science Foundation.

On July 6, 2010 we entered into an Advisory Board Member Agreement (the “Skabara Agreement”) with Professor Peter Skabara to serve as a non-executive member of our advisory board for a term of 12 months. As compensation for his services Mr. Skabara was issued shares of commons stock equal to .5% of our outstanding shares at the time of the agreement (2,500,000 shares of our common stock). Professor Skabara was to provide services of ten hours per month advising the board on technical viability and capabilities of a proposed battery design, managing the specifications and production of prototypes and providing technical assistance in answering investor questions. We are currently negotiating the terms of an extended agreement with Professor Skabara.

Since 2005, Mr. Skabara has been a Professor of Materials Chemistry at the University of Strathclyde. Prior to 2005, he lectured at various universities, including serving as a senior lecturer in Inorganic Materials Chemistry at the University of Manchester from 2004-2005, serving as a lecturer in Inorganic Materials Chemistry at the University of Manchester from 2000-2004 and serving as a lecturer at Sheffield Hallam University from 1995-2000.

Committees of the Board

Our company currently does not have nominating, compensation or audit committees or committees performing similar functions, nor does our company have a written nominating, compensation or audit committee charter. Our directors believe that it is not necessary to have such committees at this time, because the functions of such committees can be adequately performed by the board of directors.

Our company does not have any defined policy or procedural requirements for shareholders to submit recommendations or nominations for directors. The board of directors believes that, given the stage of our development, a specific nominating policy would be premature and of little assistance until our business operations develop to a more advanced level. Our company does not currently have any specific or minimum criteria for the election of nominees to the board of directors and we do not have any specific process or procedure for evaluating such nominees. The board of directors will assess all candidates, whether submitted by management or shareholders, and make recommendations for election or appointment.

A shareholder who wishes to communicate with our board of directors may do so by directing a written request addressed to our CEO and director, Fraser Cottington, at the address appearing on the first page of this prospectus.

Code of Ethics

We have not adopted a Code of Ethics that applies our principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions.

EXECUTIVE COMPENSATION

During the years ended December 31, 2010 and 2009 we did not issue any options or shares of restricted stock to any named officers or directors in connection with their employment or service to our company and there are no outstanding equity awards as of December 31, 2010.

Executive Compensation

The following table sets forth all compensation awarded, earned or paid for services rendered to our executive officers that exceeded \$100,000 during each of the fiscal years ended December 31, 2010 and 2009.

SUMMARY COMPENSATION TABLE

Name and principal position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total (\$)
Fraser Cottington									
President, Chief Executive Officer, Principal Executive Officer,	2010	\$86,320	0	0	0	0	0	0	\$86,320
Chief Financial Officer, Principal Financial Officer, Principal Accounting Officer and Director	2009	\$14,720	0	0	0	0	0	0	\$14,720
Barbara Lamb									
Former Chief Executive Officer, Former President,	2010	0	0	0	0	0	0	0	0
Former Principal Accounting Officer and Former Director	2009	\$1,668	0	0	0	0	0	\$6,554 (1)	\$8,222

Other compensation was made up of rent and utilities provided by Ms. Lamb to the company at a cost of \$575 per month for a total of \$6,554 for the year ended December 31, 2009.

Narrative Disclosure to Summary Compensation Table

Consulting Agreement

On November 5, 2009, a company owned by Fraser Cottington, FE Business Consultants Ltd., entered into a consultancy agreement with our subsidiary, Vendum Batteries Ltd (“Vendum Batteries”). The term of the agreement is for two years. In consideration for IT, communications, information security, data protection compliance and information risk management services, Vendum Batteries agreed to compensate FE Business Consultants Ltd. as follows:

- Vendum Batteries shall pay fees to the consultant at an hourly rate agreed to by and between the parties and based on a periodic budget that will be established by Vendum Batteries from time-to-time, payable no later than 7 days after the date of invoice received from the consultant.
- Vendum Batteries agreed to grant stock options equivalent to 1.5% of the issued and outstanding shares 30 days after the company has successfully completed its listing and commenced trading of its shares of common stock with a designated trading symbol. However, instead of receiving stock option, Fraser Covington was issued 8,500,020 shares of the common stock of Vendum Batteries which was subsequently exchanged for 8,500,020 shares of our common stock in May 2010.

Outstanding Equity Awards at Fiscal Year-End

The table below summarizes all unexercised options, stock that has not vested, and equity incentive plan awards for each named executive officer as of December 31, 2010.

OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END									
Name	OPTION AWARDS					STOCK AWARDS			
	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Equity Incentive Plan Awards: Number of Securities Underlying Unearned Options (#)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$)
Fraser Cottington	-	-	-	-	-	-	-	-	-
Barbara Lamb	-	-	-	-	-	-	-	-	-

Director Compensation

The table below summarizes all compensation of our directors as of December 31, 2010.

DIRECTOR COMPENSATION							
Name	Fees Earned or Paid in Cash (\$)	Stock Awards (\$)	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Non-Qualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total (\$)
Fraser Cottington	-	-	-	-	-	-	-
Barbara Lamb	-	-	-	-	-	-	-

We currently maintain no other agreements for employment with any of our other executive officers or employees.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth, as of May 31, 2011, certain information as to shares of our common stock owned by (i) each person known by us to beneficially own more than 5% of our outstanding common stock, (ii) each of our directors, and (iii) all of our executive officers and directors as a group.

Unless otherwise indicated below, to our knowledge, all persons listed below have sole voting and investment power with respect to their shares of common stock, except to the extent authority is shared by spouses under applicable law. Unless otherwise indicated below, each entity or person listed below maintains an address of 400 Thames Valley Park Drive, Reading, Berkshire, England RG6 1PT.

The number of shares beneficially owned by each stockholder is determined under rules promulgated by the Securities and Exchange Commission. The information is not necessarily indicative of beneficial ownership for any other purpose. Under these rules, beneficial ownership includes any shares as to which the individual or entity has sole or shared voting or investment power and any shares as to which the individual or entity has the right to acquire beneficial ownership within 60 days after May 31, 2011 through the exercise of any stock option, warrant or other right. The inclusion in the following table of those shares, however, does not constitute an admission that the named stockholder is a direct or indirect beneficial owner.

Beneficial owner	Number of shares beneficially owned (1)	Post-Offering Maximum Amount
Officers and Directors		
Fraser Cottington	8,500,020	1.69%
Officers and Directors collectively	8,500,020	1.69%
5 Percent Shareholders		
Cornerstone Holdings, Inc. Office 404 4 th Floor Albany House 324/326 Regent Street London, UK W1B3HH	232,749,970	46.50%

- (1) Beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission and generally includes voting or investment power with respect to securities. Shares of common stock subject to options, warrants and convertible securities currently exercisable or convertible, or exercisable or convertible within 60 days are deemed outstanding, including for purposes of computing the percentage ownership of the person holding such option, warrant or convertible security, but not for purposes of computing the percentage of any other holder.
- (2) A total of 500,499,965 shares of our common stock are considered to be outstanding pursuant to Rule 13d-3(d)(1) under the Exchange Act.

TRADING MARKET

There is currently a limited trading market for our common stock on the OTCBB. The shares will be sold at the prevailing market price at the time of sale or privately negotiated prices.

SELLING SECURITY HOLDERS

The shares to be offered by the selling security holders were issued in private placement transactions by us, each of which was exempt from the registration requirements of the Securities Act. The shares offered hereby are “restricted” securities under applicable federal and state securities laws and are being registered under the Securities Act, to give the selling security holders the opportunity to publicly sell these shares. This prospectus is part of a registration statement on Form S-1 filed by us with the Securities and Exchange Commission under the Securities Act covering the resale of such shares of our common stock from time to time by the selling security holders. No estimate can be given as to the amount or percentage of our common stock that will be held by the selling security holders after any sales made pursuant to this prospectus because the selling security holders are not required to sell any of the shares being registered under this prospectus. The following table assumes that the selling security holders will sell all of the shares listed in this prospectus.

The following table sets forth the name of each person who is offering for resale shares of common stock covered by this prospectus, the beneficial ownership of each selling security holder, the number of shares of common stock that may be sold in this offering and the number of shares of common stock each will own after the offering, assuming they sell all of the shares offered. The term “selling security holder” or “selling security holders” includes the stockholders listed below and their respective transferees, assignees, pledges, donees or other successors. Beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission and generally includes voting or investment power with respect to securities. There are no shares of common stock subject to options, warrants and convertible securities.

Shareholder and Name of Person Controlling	Amount of Shares owned before Offering	Number of shares offered	Amount of shares owned after Offering	Percent of shares held after Offering
Centurion Private Equity, LLC (1)	1,220,156	80,000,000	0	0
Total				

* less than 1%

(1) Eric Swartz, the manager of Centurion Private Equity, LLC, has voting and investment control of Centurion Private Equity, LLC.

RELATIONSHIPS BETWEEN THE ISSUER AND THE SELLING SECURITYHOLDERS

The selling stockholder has not at any time during the past three years acted as one of our employees, officers or directors or had a material relationship with us.

PLAN OF DISTRIBUTION

Each selling security holder of our common stock and any of their transferees, pledgees, assignees, donees, and successors-in-interest may, from time to time, sell any or all of their shares of common stock on the stock exchange, market or trading facility on which the shares are traded or in private transactions. These sales may be at fixed or negotiated prices. A selling security holder may use any one or more of the following methods when selling shares:

- ordinary brokerage transactions and transactions in which the broker-dealer solicits purchasers;
- block trades in which the broker-dealer will attempt to sell the shares as agent but may position and resell a portion of the block as principal to facilitate the transaction;
- purchases by a broker-dealer as principal and resale by the broker-dealer for its account;

- an exchange distribution in accordance with the rules of the applicable exchange;
- privately negotiated transactions;
- broker-dealers may agree with the selling security holders to sell a specified number of such shares at a stipulated price per share;
- a combination of any such methods of sale; or
- any other method permitted pursuant to applicable law.

The selling security holders may also sell shares under Rule 144 under the Securities Act, if available, rather than under this prospectus.

Broker-dealers engaged by the selling security holders may arrange for other brokers -dealers to participate in sales. Broker-dealers may receive commissions or discounts from the selling security holders (or, if any broker-dealer acts as agent for the purchaser of shares, from the purchaser) in amounts to be negotiated. Each selling security holder does not expect these commissions and discounts relating to its sales of shares to exceed what is customary in the types of transactions involved.

The selling security holders and any broker-dealers or agents that are involved in selling the shares of common stock may be deemed to be “underwriters” within the meaning of the Securities Act in connection with such sales. In such event, any commissions received by such broker-dealers or agents and any profit on the resale of the shares purchased by them may be deemed to be underwriting commissions or discounts under the Securities Act. Because selling security holders may be deemed to be underwriters within the meaning of the Securities Act, they will be subject to the prospectus delivery requirements of the Securities Act. Discounts, concessions, commissions and similar selling expenses, if any, that can be attributed to the sale of common stock will be paid by the selling security holder and/or the purchasers. Each selling security holder has represented and warranted to our company that it acquired the securities subject to this registration statement in the ordinary course of such selling security holder’s business and, at the time of its purchase of such securities such selling security holder had no agreements or understandings, directly or indirectly, with any person to distribute any such securities.

There is no underwriter or coordinating broker acting in connection with the proposed sale of the resale shares by the selling security holders. We are required to pay certain fees and expenses incurred by us incident to the registration of the shares. We have agreed to indemnify the selling security holders against certain losses, claims, damages and liabilities, including liabilities under the Securities Act.

The selling security holders may from time to time pledge or grant a security interest in some or all of the shares owned by them and, if they default in the performance of their secured obligations, the pledgees or secured parties may offer and sell shares of common stock from time to time under this prospectus, or under an amendment to this prospectus under Rule 424(b)(3) or other applicable provision of the Securities Act amending the list of selling security holders to include the pledgee, transferee or other successors-in-interest as selling security holders under this prospectus. Upon our company being notified in writing by a selling security holder that any material arrangement has been entered into with a broker-dealer for the sale of common stock through a block trade, special offering, exchange distribution or secondary distribution or a purchase by a broker or dealer, a supplement to this prospectus will be filed, if required, pursuant to Rule 424(b) under the Securities Act, disclosing (i) the name of each such selling security holder and of the participating broker-dealer(s), (ii) the number of shares involved, (iii) the price at which such the shares of common stock were sold, (iv) the commissions paid or discounts or concessions allowed to such broker-dealer(s), where applicable, (v) that such broker-dealer(s) did not conduct any investigation to verify the information set out or incorporated by reference in this prospectus, and (vi) other facts material to the transaction. In addition, upon our company being notified in writing by a selling security holder that a donee or pledgee intends to sell more than 500 shares of common stock, a supplement to this prospectus will be filed if then required in accordance with applicable securities law.

Under applicable rules and regulations under the Exchange Act, any person engaged in the distribution of the resale shares may not simultaneously engage in market making activities with respect to our common stock for a period of two business days prior to the commencement of the distribution. In addition, the selling security holders will be subject to applicable provisions of the Exchange Act and the rules and regulations thereunder, including Regulation M, which may limit the timing of purchases and sales of shares of our common stock by the selling security holders or any other person. We will make copies of this prospectus available to the selling security holders and have informed them of the need to deliver a copy of this prospectus to each purchaser at or prior to the time of the sale.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Other than the transactions described below and under the heading “Executive Compensation” (or with respect to which such information is omitted in accordance with Securities Exchange Commission regulations), since January 1, 2010 there have not been, and there is not currently proposed, any transaction or series of similar transactions to which we were or will be a participant in which the amount involved exceeded or will exceed the lesser of \$120,000 or one percent of the average of our total assets at year-end for the last two completed fiscal years, and in which any director, executive officer, holder of 5% or more of any class of our capital stock or any member of the immediate family of any of the foregoing persons had or will have a direct or indirect material interest.

On November 5, 2009, a company owned by Fraser Cottington, FE Business Consultants Ltd., entered into a consultancy agreement with Vendum Batteries pursuant to which, in addition to other compensation, Fraser Covington was issued 8,500,020 shares of common stock of our subsidiary, Vendum Batteries Ltd, which was subsequently exchange for 8,500,020 shares of our common stock.

On May 3, 2010, we entered into a share exchange agreement (the “Share Exchange”) with Vendum Batteries Limited, a company organized under the laws of the United Kingdom (“VDL”). In connection with the closing of this transaction, we acquired all of the issued and outstanding shares of VDL, which resulted in a parent-subsiary relationship (the “Acquisition”).

In addition, pursuant to the terms and conditions of the Share Exchange:

- The sole shareholder of all of the capital stock of VDL issued and outstanding immediately prior to the closing of the Acquisition exchanged his shares for 8,500,020 shares of our common stock. As a result, the sole shareholder of VDL received 8,500,020 newly issued shares of our common stock.
- The debt holders of VDL converted all of their debt in VDL into shares of our common stock. As a result, Cornerstone Holdings, Inc. received 232,749,970 shares of our common stock.
- Our board of directors was reconstituted to consist of Fraser Cottington who, prior to the Acquisition, was the sole director of VDL.
- VDL provided customary representations and warranties and closing conditions, including approval of the Acquisition by its sole shareholder.

As of the date of the Share Exchange and currently, there are no material relationships between us or any of our affiliates and VDL, other than in respect of the Share Exchange.

Immediately following the closing of the Acquisition, in a separate transaction, our former Chief Executive Officer and sole director, Ms. Barbara Lamb, agreed to purchase our former health business in exchange for the cancellation and return all of her common stock into treasury. Specifically, pursuant to an Agreement of Conveyance, Transfer and Assignment of Assets and Assumption of Obligations, Ms. Lamb retired 62,459,540 shares of our common stock in exchange for our prior business of health-related websites that advocates a blend of western medicine with alternative health practices.

DESCRIPTION OF SECURITIES

Authorized Capital and Outstanding Shares

We have 750,000,000 authorized shares of common stock. As of June 30, 2011, we had 506,720,121 shares our common stock issued and outstanding, held by 15 shareholders of record, not including those held in street name.

Common Stock

The holders of our common stock have equal ratable rights to dividends from funds legally available therefore, when, as and if declared by our board of directors. Holders of common stock are also entitled to share ratably in all of our assets available for distribution to holders of common stock upon liquidation, dissolution or winding up of the affairs.

All shares of common stock now outstanding are fully paid and non-assessable.

The holders of shares of common stock do not have cumulative voting rights, which means that the holders of more than 50% of such outstanding shares, voting for the election of directors, can elect all of the directors to be elected, if they so choose and in such event, the holders of the remaining shares will not be able to elect any of our directors. The holders of 50% percent of the outstanding common stock constitute a quorum at any meeting of shareholders, and the vote by the holders of a majority of the outstanding shares are required to effect certain fundamental corporate changes, such as liquidation, merger or amendment of our articles of incorporation.

Preferred Stock

We do not have any preferred stock authorized at this time.

Dividends

We have not paid any dividends on our common stock. The payment of cash dividends in the future, if any, will be contingent upon our revenues and earnings, if any, capital requirements and general financial condition. The payment of any dividends will be within the discretion of our board of directors. It is the present intention of the board of directors to retain all earnings, if any, for use in our business operations and, accordingly, the board does not anticipate paying any cash dividends in the foreseeable future.

Outstanding Notes

On May 18, 2010, we issued a convertible promissory note, in the principal amount of \$25,000 (the "Note"). The Note accrues interest at 12% per annum. The Note, together with all accrued interest, is due and payable by September 3, 2011. The Note is convertible into shares of our common stock at fair market value, determined by the lesser of our share price of our last private offering or the 30 day average of our trading stock.

On July 26, 2010, we issued a convertible promissory note, in the principal amount of \$50,000, to Paramount Trading Company Inc. (the "Note"). The Note accrues interest at 12% per annum. The Note, together with all accrued interest, is due and payable by July 27, 2011. The Note is convertible into shares of our common stock at fair market value, determined by the lesser of our share price of our last private offering or the 30 day average of our trading stock.

On March 23, 2011, we entered into a Securities Purchase Agreement (the "March Purchase Agreement") with an accredited investor (the "March Holder") for the sale of a convertible promissory note (the "March Note") in the aggregate principal amount of \$65,000. The net proceeds of the financing, after deducting placement agent fees, are to be used for our general working capital purposes. The March Note bears interest at the rate of 8% per annum and matures on December 28, 2011. The March Note is convertible into shares of our common stock beginning 180 days from the date of the March Note at a conversion price of 60% of the average of the lowest three trading prices of our common stock during the ten trading days on the OTCBB proceeding the conversion date. The number of shares issuable upon conversion shall be proportionally adjusted to reflect any stock dividend, split or similar event.

Unless waived in writing by the March Holder, we are prohibited from effecting the conversion of the March Note to the extent that as a result of such conversion the March Holder thereof would beneficially own more than 4.99% in the aggregate of our issued and outstanding common stock immediately after giving effect to the issuance of common stock upon conversion. While the March Note is outstanding, the March Holder is entitled to a reduction in the conversion price if we issue any securities for a per share price less than the conversion price in effect available to the March Holder.

Under the March Purchase Agreement, the March Holder is entitled to a right of first refusal on any subsequent equity offerings (or debt offerings with an equity component) that we may engage in for a period of one year.

We are only entitled to prepay the March Note from the date of the March Note until 90 days thereafter at 150% of the outstanding principal balance, accrued and unpaid interest, default interest, and other amounts required under the March Note, so long as the March Holder has not elected to convert the March Note into our common stock. We are only entitled to prepay the March Note 91 days from the date of the March Note up to 180 days from the date of the March Note at 175% of the outstanding principal balance, accrued and unpaid interest, default interest, and other amounts required under the March Note. We have no right to prepay the March Note after 180 days from the date of the Note.

For so long as we have any obligation under the March Note, we agreed to certain restrictions on our ability to declare dividends, repurchase our capital stock, borrow money, sell our assets, or advance loans to others.

The March Note contains events of default which, if triggered, will result in the requirement to pay a default amount as specified in the Note. The default amount depends on the particular event of default. In some cases, the amount we would owe the March Holder could be two times the sum of the outstanding principal balance of the March Note, accrued and unpaid interest, default interest (at 22% per annum), and other amounts required under the March Note. In other cases, the amount we would owe the March Holder would be 150% of the sum of the outstanding principal balance of the March Note, accrued and unpaid interest, default interest, and other amounts required under the March Note. Other cases elicit other default amounts as provided under the March Note. The March Note also provides for an option for the March Holder to take the default amount in shares of our common stock under a formula provided in the March Note in lieu of a cash payout.

Subsequent to year end, we entered into a promissory note agreement in the amount of \$7,000, with the entire amount of the principal plus interest at 5 % per annum to be repaid on April 30, 2011.

On May 3, 2011, we entered into a Securities Purchase Agreement (the “May Purchase Agreement”) with an accredited investor (the “May Holder”) for the sale of a convertible promissory note (the “ May Note”) in the aggregate principal amount of \$32,500. The May Note bears interest at the rate of 8% per annum and matures on February 2, 2012. The May Note is convertible into shares of our common stock beginning 180 days from the date of the May Note at a conversion price of 58% of the average of the lowest three trading prices of our common stock during the ten trading days on the OTCBB proceeding the conversion date. The number of shares issuable upon conversion shall be proportionally adjusted to reflect any stock dividend, split or similar event.

Unless waived in writing by the May Holder, we are prohibited from effecting the conversion of the May Note to the extent that as a result of such conversion the May Holder thereof would beneficially own more than 4.99% in the aggregate of our issued and outstanding common stock immediately after giving effect to the issuance of common stock upon conversion. While the May Note is outstanding, the May Holder is entitled to a reduction in the conversion price if we issue any securities for a per share price less than the conversion price in effect available to the May Holder.

Under the May Purchase Agreement, the May Holder is entitled to a right of first refusal on any subsequent equity offerings (or debt offerings with an equity component) that we may engage in for a period of one year.

We are only entitled to prepay the May Note from the date of the May Note until 90 days thereafter at 150% of the outstanding principal balance, accrued and unpaid interest, default interest, and other amounts required under the May Note, so long as the May Holder has not elected to convert the May Note into our common stock. We are only entitled to prepay the Note 91 days from the date of the May Note up to 180 days from the date of the May Note at 175% of the outstanding principal balance, accrued and unpaid interest, default interest, and other amounts required under the May Note. We have no right to prepay the May Note after 180 days from the date of the May Note.

For so long as we have any obligation under the May Note, we agreed to certain restrictions on our ability to declare dividends, repurchase our capital stock, borrow money, sell our assets, or advance loans to others.

The May Note contains events of default which, if triggered, will result in the requirement to pay a default amount as specified in the May Note. The default amount depends on the particular event of default. In some cases, the amount we would owe the May Holder could be two times the sum of the outstanding principal balance of the May Note, accrued and unpaid interest, default interest (at 22% per annum), and other amounts required under the May Note. In other cases, the amount we would owe the May Holder would be 150% of the sum of the outstanding principal balance of the May Note, accrued and unpaid interest, default interest, and other amounts required under the May Note. Other cases elicit other default amounts as provided under the May Note. The May Note also provides for an option for the May Holder to take the default amount in shares of our common stock under a formula provided in the May Note in lieu of a cash payout.

Set forth below is a chart of our outstanding debt obligations as of May 31, 2011:

Original Principal Amount	Maturity Date	Features
\$50,000	July 27, 2011	Interest rate 12% Convertible into shares of our common stock determined by the lesser of the share price of our last private offering or the 30 day average of our trading stock
\$65,000	December 28, 2011	Interest rate 8% Convertible into shares of our common stock beginning 180 days from the date of the note at a conversion price of 60% of the average of the lowest three trading prices of our common stock during the ten trading days on the OTCBB proceeding the conversion date
\$32,500	February 2, 2012	Interest rate 8% Convertible into shares of our common stock beginning 180 days from the date of the note at a conversion price of 58% of the average of the lowest three trading prices of our common stock during the ten trading days on the OTCBB proceeding the conversion date
\$25,000	September 3, 2011	Interest rate 12 %
\$7,000	April 30, 2011	Interest rate 5%

SHARES ELIGIBLE FOR FUTURE SALE

The sale of a substantial amount of our common stock in the public market after this offering, or the perception that such sales may occur, could adversely affect the prevailing market price of our common stock.

Sales of Restricted Securities

Upon the completion of this offering, we will have 585,499,965 shares of common stock outstanding.

Of the shares to be outstanding after the closing of this offering, the shares sold in this offering will be freely tradable without restriction under the Securities Act, except that any shares purchased in this offering by our “affiliates,” as that term is defined in Rule 144 under the Securities Act, generally may be sold in the public market only in compliance with Rule 144.

Transfer Agent

Our transfer agent is Action Stock Corporation, 2469 E. Fort Union Blvd., Suite 214, Salt Lake City, UT 84121.

EXPERTS

The financial statements for the years ended December 31, 2010 and 2009 included in this prospectus have been audited by Silberstein & Ungar, PLLC CPAs to the extent and for the periods indicated in their report thereon. Such financial statements have been included in this prospectus and registration statement in reliance upon the report of Silberstein & Ungar, PLLC and upon the authority of such firm as experts in auditing and accounting.

DISCLOSURE OF COMMISSION POSITION ON INDEMNIFICATION FOR SECURITIES ACT LIABILITIES

Our bylaws provide that no officer or director shall be personally liable to us or our stockholders for monetary damages except as provided pursuant to Nevada law; provided, however, that we are not required to indemnify any director or officer in connection with any proceeding initiated by such person unless (i) such indemnification is expressly required to be made by law; (ii) the proceeding was authorized by the board of directors of our company; (iii) such indemnification is provided by us, in our sole discretion, pursuant to the powers vested in our company under Nevada law; or (iv) such indemnification is required to be made pursuant to our bylaws. Our bylaws also provide that we will indemnify and hold harmless each person who serves at any time as a director or officer from and against any and all claims, judgments and liabilities to which such person shall become subject by reason of the fact that he is or was a director or officer, and shall reimburse such person for all legal and other expenses reasonably incurred by him or her in connection with any such claim or liability. The rights accruing to any person under our bylaws do not exclude any other right to which any such person may lawfully be entitled, and we may indemnify or reimburse such person in any proper case, even though not specifically provided for by the bylaws.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the small business issuer pursuant to the foregoing provisions, or otherwise, we have been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the small business issuer for expenses incurred or paid by a director, officer or controlling person of the small business issuer in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, we will, unless in the opinion of our counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

LEGAL MATTERS

The validity of our common stock offered hereby will be passed upon for us by Gracin & Marlow, LLP, New York, New York.

WHERE YOU CAN FIND MORE INFORMATION

We have filed with the Securities and Exchange Commission a registration statement on Form S-1 under the Securities Act for the common stock offered under this prospectus. It is our intent to become a reporting company under the Exchange Act, upon the effectiveness of this prospectus. When we become a reporting company, we will be subject to the informational requirements of the Exchange Act, and file annual and current reports, proxy statements and other information with the Commission. These reports, proxy statements and other information filed by Vendum Batteries, Inc. can be read and copied at the Commission's Public Reference Room at 100 F Street, N.W., Washington, D.C. 20549. You may obtain information on the operation of the Public Reference Room by calling the Commission at 1-800-SEC-0330. We will provide to the record holders of our securities a copy of our annual reports containing audited financial statements and such periodic and quarterly reports as we determine to be appropriate or as may be required by law.

The Commission also maintains a website that contains reports, proxy statements, information statements and other information located at <http://www.sec.gov>. This prospectus does not contain all the information required to be in the registration statement (including the exhibits), which we have filed with the Commission under the Securities Act and to which reference is made in this prospectus.

Report of Independent Registered Public Accounting Firm

To the Board of Directors of
Vendum Batteries Inc.
Woodley, Reading, United Kingdom

We have audited the accompanying consolidated balance sheets of Vendum Batteries Inc. and subsidiary (the “Company”) as of December 31, 2010 and 2009, and the related consolidated statements of operations, stockholders’ deficit, and cash flows for the periods then ended and the period from November 16, 2009 (Date of Inception) through December 31, 2010. These consolidated financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Vendum Batteries Inc. and subsidiary as of December 31, 2010 and 2009 and the results of its operations and its cash flows for the periods then ended and the period from November 16, 2009 (Date of Inception) through December 31, 2010 in conformity with accounting principles generally accepted in the United States of America.

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 2 to the consolidated financial statements, the Company has a working capital deficit, has received no revenue from sales of products or services, and has incurred losses from operations. These factors raise substantial doubt about the Company’s ability to continue as a going concern. Management’s plans with regard to these matters are described in Note 2. The accompanying consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ Silberstein Ungar, PLLC

Bingham Farms, Michigan
March 30, 2011

VENDUM BATTERIES INC.
(FORMERLY WISHART ENTERPRISES LIMITED)
(A DEVELOPMENT STAGE COMPANY)
CONSOLIDATED BALANCE SHEETS
AS OF DECEMBER 31, 2010 AND 2009

	<u>2010</u>	<u>2009</u>
ASSETS		
Current Assets		
Cash and cash equivalents	\$ 21,766	\$ 46,330
Stock subscription receivable	0	2
Total Current Assets	<u>21,766</u>	<u>46,332</u>
Other Asset		
Intellectual property	200,000	0
Total Assets	<u>\$ 221,766</u>	<u>\$ 46,332</u>
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Liabilities		
Current Liabilities		
Accrued expenses	\$ 157,605	\$ 8,771
Accrued expenses – related party	8,680	14,756
Accrued interest – related parties	7,188	345
Due to director	505	0
Convertible notes payable – related parties	75,000	50,000
Total Liabilities	<u>248,978</u>	<u>73,872</u>
Stockholders' Deficit		
Common stock, par value \$.001, 750,000,000 shares authorized, 500,499,965 shares issued and outstanding (2009 – par value \$2; 14 shares issued and outstanding)	500,500	2
Additional paid-in capital	134,502	0
Cumulative translation adjustment	(2,873)	(3,577)
Deficit accumulated during the development stage	(659,341)	(23,965)
Total Stockholders' Deficit	<u>(27,212)</u>	<u>(27,540)</u>
Total Liabilities and Stockholders' Deficit	<u>\$ 221,766</u>	<u>\$ 46,332</u>

See accompanying notes to financial statements.

VENDUM BATTERIES INC.
(FORMERLY WISHART ENTERPRISES LIMITED)
(A DEVELOPMENT STAGE COMPANY)
CONSOLIDATED STATEMENTS OF OPERATIONS
FOR THE PERIODS ENDED DECEMBER 31, 2010 AND 2009
PERIOD FROM NOVEMBER 16, 2009 (INCEPTION) TO DECEMBER 31, 2010

	Year ended December 31, 2010	Period ended December 31, 2009	Period from November 16, 2009 (Inception) to December 31, 2010
REVENUES	\$ 0	\$ 0	\$ 0
OPERATING EXPENSES			
Professional fees	42,347	3,500	45,847
Consulting fees	258,313	19,812	278,125
General and administrative expenses	27,873	308	28,181
TOTAL OPERATING EXPENSES	<u>328,533</u>	<u>23,620</u>	<u>352,153</u>
NET LOSS FROM OPERATIONS	(328,533)	(23,620)	(352,153)
OTHER INCOME (EXPENSE)			
Interest expense	6,843	345	7,188
Impairment of intellectual property	300,000	0	300,000
TOTAL OTHER INCOME (EXPENSE)	<u>(306,843)</u>	<u>345</u>	<u>(307,188)</u>
LOSS BEFORE PROVISION FOR INCOME TAXES	(635,376)	(23,965)	(659,341)
PROVISION FOR INCOME TAXES	<u>0</u>	<u>0</u>	<u>0</u>
NET LOSS	<u>\$ (635,376)</u>	<u>\$ (23,965)</u>	<u>\$ (659,341)</u>
NET LOSS PER SHARE: BASIC AND DILUTED	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>	
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING: BASIC AND DILUTED	<u>332,960,255</u>	<u>8,500,023</u>	

See accompanying notes to financial statements.

VENDUM BATTERIES INC.
(FORMERLY WISHART ENTERPRISES LIMITED)
(A DEVELOPMENT STAGE COMPANY)
CONSOLIDATED STATEMENT OF STOCKHOLDERS' DEFICIT
FOR THE PERIOD FROM NOVEMBER 16, 2009 (INCEPTION) TO DECEMBER 31, 2010

	<u>Common stock</u>		<u>Additional paid-in Capital</u>	<u>Cumulative translation Adjustment</u>	<u>Deficit accumulated during the development Stage</u>	<u>Total</u>
	<u>Shares</u>	<u>Amount</u>				
Inception, November 16, 2009	-	\$ -	\$ -	\$ -	\$ -	\$ -
Shares issued to founder	14	2		-	-	2
Net loss and cumulative translation adjustment for the period ended December 31, 2009	<u>-</u>	<u>-</u>		<u>(3,577)</u>	<u>(23,965)</u>	<u>(27,542)</u>
Balance, December 31, 2009	14	2	0	(3,577)	(23,965)	(27,540)
Shares cancelled in reverse merger	(14)	(2)	2	-	-	0
Shares issued in merger	8,500,023	608	(608)	-	-	0
Shares issued on recapitalization	1,098,786,657	78,543	(78,543)	-	-	0
Shares cancelled by former officer	(873,786,635)	(62,459)	62,459	-	-	0
Shares issued for conversion of debt	33,750,013	2,413	72,587	-	-	75,000
Shares issued for conversion of debt	232,749,907	16,637	473,363	-	-	490,000
Stock split	-	64,258	(64,258)	-	-	0
Shares issued for cash	500,000	100	69,900	-	-	70,000
Stock split	-	400,400	(400,400)	-	-	0
Net loss and cumulative translation adjustment for the period ended December 31, 2010	<u>-</u>	<u>-</u>	<u>-</u>	<u>704</u>	<u>(635,376)</u>	<u>(634,672)</u>
Balance, December 31, 2010	<u>500,499,965</u>	<u>\$ 500,500</u>	<u>\$ 134,502</u>	<u>\$ (2,873)</u>	<u>\$ (659,341)</u>	<u>\$ (27,212)</u>

See accompanying notes to financial statements.

VENDUM BATTERIES INC.
(FORMERLY WISHART ENTERPRISES LIMITED)
(A DEVELOPMENT STAGE COMPANY)
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE PERIODS ENDED DECEMBER 31, 2010 AND 2009
FOR THE PERIOD FROM NOVEMBER 16, 2009 (INCEPTION) TO DECEMBER 31, 2010

	Year ended December 31, 2010	Period ended December 31, 2009	Period from November 16, 2009 (Inception) to December 31, 2010
CASH FLOWS FROM OPERATING ACTIVITIES			
Net loss for the period	\$ (635,376)	\$ (23,965)	\$ (659,341)
Adjustments to reconcile net loss to net cash (used in) operating activities:			
Impairment of intellectual property	300,000	0	300,000
Changes in assets and liabilities:			
Increase in accrued expenses	148,834	8,771	157,605
Increase (decrease) in accrued expenses – related party	(6,076)	14,756	8,680
Increase in accrued interest – related parties	6,843	345	7,188
Cash Flows Used in Operating Activities	<u>(185,775)</u>	<u>(93)</u>	<u>(185,868)</u>
CASH FLOWS FROM INVESTING ACTIVITIES			
Cash paid to acquire intellectual property	<u>(10,000)</u>	<u>0</u>	<u>(10,000)</u>
Cash Flows Used in Investing Activities	<u>(10,000)</u>	<u>0</u>	<u>(10,000)</u>
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from due to director	505	0	505
Cash received for stock subscription receivable	2	0	2
Proceeds from convertible note payable	100,000	50,000	150,000
Proceeds from the sale of common stock	<u>70,000</u>	<u>0</u>	<u>70,000</u>
Cash Flows Provided by Financing Activities	<u>170,507</u>	<u>50,000</u>	<u>220,507</u>
Exchange rate effect on cash and cash equivalents	704	(3,577)	(2,873)
Net Increase (Decrease) in Cash and Cash Equivalents	(24,564)	46,330	21,766
Cash and cash equivalents, beginning of period	46,330	0	0
Cash and cash equivalents, end of period	<u>\$ 21,766</u>	<u>\$ 46,330</u>	<u>\$ 21,766</u>
SUPPLEMENTAL CASH FLOW INFORMATION:			
Interest paid	<u>\$ 0</u>	<u>\$ 0</u>	<u>\$ 0</u>
Income taxes paid	<u>\$ 0</u>	<u>\$ 0</u>	<u>\$ 0</u>
SUPPLEMENTAL NON-CASH TRANSACTIONS			
Stock issued for stock subscription receivable	<u>\$ 0</u>	<u>\$ 2</u>	<u>\$ 2</u>
Note payable issued to acquire intellectual property	<u>\$ 490,000</u>	<u>\$ 0</u>	<u>\$ 490,000</u>
Convertible notes payable converted to common stock	<u>\$ 75,000</u>	<u>\$ 0</u>	<u>\$ 75,000</u>
Note payable settled in common stock	<u>\$ 490,000</u>	<u>\$ 0</u>	<u>\$ 565,000</u>

See accompanying notes to financial statements.

VENDUM BATTERIES INC.
(FORMERLY WISHART ENTERPRISES LIMITED)
(A DEVELOPMENT STAGE COMPANY)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2010

NOTE 1 – ORGANIZATION AND NATURE OF BUSINESS

Vendum Batteries Inc. (formerly Wishart Enterprises Limited) (the "Company" or "Vendum") was incorporated in Nevada on December 13, 2006. Vendum is an environmentally friendly mobile battery company with the sole focus on identifying, evaluating, acquiring, developing and partnering for the commercialization of proprietary eco-friendly power sources.

As further described in Note 9, the Company closed a share exchange transaction effective May 3, 2010 with the shareholders of Vendum Batteries Limited, which was incorporated under the laws of the United Kingdom on November 16, 2009 ("Vendum UK"). This share exchange transaction constituted a reverse merger and a recapitalization of Vendum. In conjunction with this reverse merger, the historical accounts of Vendum become the historical accounts of Wishart for accounting purposes and, in conjunction therewith, Wishart changed its fiscal year-end to December 31 to coincide with the historical year-end of Vendum. Vendum Batteries Limited is a wholly-owned subsidiary of Vendum Batteries Inc.

NOTE 2 – GOING CONCERN

The financial statements have been prepared on a going concern basis which assumes the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The Company has a working capital deficit, and has incurred losses since inception resulting in an accumulated deficit of \$659,341 as of December 31, 2010, and further losses are anticipated in the development of its business raising substantial doubt about the Company's ability to continue as a going concern. The ability to continue as a going concern is dependent upon the Company generating profitable operations in the future and/or to obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due. Management intends to finance operating costs over the next twelve months with existing cash on hand and loans from directors and or private placement of common stock.

NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Development Stage Company

The accompanying financial statements have been prepared in accordance with generally accepted accounting principles related to development stage companies. A development-stage company is one in which planned principal operations have not commenced or if its operations have commenced, there has been no significant revenues there from.

Basis of Presentation

The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in the United States of America and are presented in US dollars.

Accounting Basis

The Company uses the accrual basis of accounting and accounting principles generally accepted in the United States of America ("GAAP" accounting). The Company has adopted a December 31 fiscal year end.

VENDUM BATTERIES INC.
(FORMERLY WISHART ENTERPRISES LIMITED)
(A DEVELOPMENT STAGE COMPANY)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2010

NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Principles of Consolidation

The accompanying consolidated financial statements include the accounts of the Company and its wholly owned subsidiary. All significant intercompany transactions and balances have been eliminated in consolidation.

Cash and Cash Equivalents

The Company considers all highly liquid investments with the original maturities of three months or less to be cash equivalents. The Company had \$21,766 and \$46,330 of cash as of December 31, 2010 and 2009, respectively.

Reclassifications

Certain accounts and financial statement captions in the prior periods have been reclassified to conform to the current period financial statements.

Income Taxes

Income taxes are computed using the asset and liability method. Under the asset and liability method, deferred income tax assets and liabilities are determined based on the differences between the financial reporting and tax bases of assets and liabilities and are measured using the currently enacted tax rates and laws. A valuation allowance is provided for the amount of deferred tax assets that, based on available evidence, are not expected to be realized.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date the financial statements and the reported amount of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Revenue Recognition

The Company recognizes revenue when products are fully delivered or services have been provided and collection is reasonably assured.

Foreign Currency Translation

The Company's functional currency is the Pound Sterling and its reporting currency is the United States dollar.

Advertising Costs

The Company's policy regarding advertising is to expense advertising when incurred. The Company incurred advertising expense of \$0 and \$0 during the periods ended December 31, 2010 and 2009, respectively.

Stock-Based Compensation

Stock-based compensation is accounted for at fair value in accordance with ASC Topic 718. To date, the Company has not adopted a stock option plan and has not granted any stock options.

VENDUM BATTERIES INC.
(FORMERLY WISHART ENTERPRISES LIMITED)
(A DEVELOPMENT STAGE COMPANY)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2010

NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Dividends

The Company has not adopted any policy regarding payment of dividends. No dividends have been paid during any of the periods shown.

Basic Income (Loss) Per Share

Basic income (loss) per share is calculated by dividing the Company's net loss applicable to common shareholders by the weighted average number of common shares during the period. Diluted earnings per share is calculated by dividing the Company's net income available to common shareholders by the diluted weighted average number of shares outstanding during the year. The diluted weighted average number of shares outstanding is the basic weighted number of shares adjusted for any potentially dilutive debt or equity. There are no such common stock equivalents outstanding as of December 31, 2010.

Comprehensive Income

The Company has which established standards for reporting and display of comprehensive income, its components and accumulated balances. When applicable, the Company would disclose this information on its Statement of Stockholders' Equity. Comprehensive income comprises equity except those resulting from investments by owners and distributions to owners. The Company has not had any significant transactions that are required to be reported in other comprehensive income.

Impairment of Long-Lived Assets

The Company continually monitors events and changes in circumstances that could indicate carrying amounts of long-lived assets may not be recoverable. When such events or changes in circumstances are present, the Company assesses the recoverability of long-lived assets by determining whether the carrying value of such assets will be recovered through undiscounted expected future cash flows. If the total of the future cash flows is less than the carrying amount of those assets, the Company recognizes an impairment loss based on the excess of the carrying amount over the fair value of the assets. Assets to be disposed of are reported at the lower of the carrying amount or the fair value less costs to sell.

Recent Accounting Pronouncements

Vendum does not expect the adoption of recently issued accounting pronouncements to have a significant impact on the Company's results of operations, financial position or cash flow.

NOTE 4 – INTELLECTUAL PROPERTY

On January 4, 2010 the Company entered into an asset purchase agreement with Cornerstone Holdings Ltd. The Company agreed to purchase intellectual property from the seller for total proceeds of \$500,000. The Company paid a \$10,000 deposit on January 6, 2010. The remaining \$490,000 was to be paid in varying installments over the next 21 months. The rights, title and interest of the intellectual property was transferred to the Company on the date of the first \$10,000 payment. On May 3, 2010, the remaining \$490,000 outstanding was converted into 232,749,907 shares of common stock of the Company.

The Company analyzed the intellectual property for impairment at year end and determined that the fair market value was \$200,000. As such, an impairment charge of \$300,000 was recorded.

**VENDUM BATTERIES INC.
(FORMERLY WISHART ENTERPRISES LIMITED)
(A DEVELOPMENT STAGE COMPANY)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2010**

NOTE 5 – ACCRUED EXPENSES

Accrued expenses and interest at December 31, 2010 and 2009 consisted of the following:

	2010	2009
Professional fees	\$ 16,925	\$ 3,500
Consulting fees	140,680	5,271
Total accrued expenses	<u>\$ 157,605</u>	<u>\$ 8,771</u>

NOTE 6 – ACCRUED EXPENSES – RELATED PARTY

Accrued expenses – related party consisted amounts due to an officer and shareholder of the Company for consulting services. There was \$8,680 and \$14,756 of accrued expenses – related party as of December 31, 2010 and 2009, respectively.

NOTE 7 – CONVERTIBLE NOTES PAYABLE

On December 10, 2009, a related party issued the company a 12% convertible note payable of \$50,000. Interest will accrue beginning from the date of the loan however no interest is due until the loan comes due on December 10, 2010.

On March 3, 2010 another \$25,000 was loaned to the company under the same terms as the original loan.

On May 3, 2010, the convertible loans of \$75,000 were converted into 33,750,013 shares of common stock.

On May 18, 2010, the Company issued a 12% convertible note payable of \$25,000 to a related party due September 3, 2011.

On July 26, 2010, the Company issued a 12% convertible note payable of \$50,000 to a related party. Interest will accrue beginning from the date of the loan however no interest is due until the loan comes due on July 27, 2011.

The balance of the convertible notes as of December 31, 2010 and 2009 was \$75,000 and \$50,000, respectively.

Accrued interest payable related to the above loans totaled \$7,188 and \$345 at December 31, 2010 and December 31, 2009, respectively.

The loan may be converted into the Company's common stock at any point during the term of the loan by the note holder. The number of shares to be issued will be determined by the fair market value of the common stock on the date of the conversion. If fair market value is not determinable at the conversion date the stock will be converted based on the lesser of either the share price of the last private offering or the thirty day average of the Company's stock in the event a public listing has taken place.

**VENDUM BATTERIES INC.
(FORMERLY WISHART ENTERPRISES LIMITED)
(A DEVELOPMENT STAGE COMPANY)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2010**

NOTE 8 – DUE TO DIRECTOR

A director and shareholder of the Company advanced \$505 to Vendum during the year ended December 31, 2010. The amount is unsecured, non-interest bearing and due on demand.

NOTE 9 – COMMON STOCK

The Company has 750,000,000 shares of \$0.001 par value common stock authorized.

On November 17, 2009, the Company issued 1 share of common stock for total proceeds of \$2. As of December 31, 2009 the proceeds had not been collected. The funds for the stock were deposited into the company bank account on March 4, 2010.

In a share exchange transaction that closed on May 3, 2010, Wishart acquired all the issued and outstanding shares of Vendum Batteries Limited through the issuance of 8,500,023 shares of Wishart. The Company treated the purchase of Vendum Batteries Limited as a reverse acquisition pursuant to the guidance in Appendix B of SEC Accounting Disclosure Rules and Practices Official Text. Accordingly, these transactions are recorded as capital transactions in substance rather than business combinations.

Therefore, the transaction is equivalent to the issuance of stock by the private company for the net monetary assets of Wishart, accompanied by a recapitalization. Accordingly, the reverse acquisition has been accounted for as a recapitalization.

For accounting purposes, Vendum is considered the acquirer in the reverse acquisition. The historical financial statements are those of Vendum consolidated with the parent, Wishart Enterprises, Inc. Earnings per share for periods prior to the merger are restated to reflect the number of equivalent shares received by the acquiring company.

On May 3, 2010, the Company agreed to convert a note payable of \$490,000 into 232,749,907 shares of common stock.

Also on May 3, 2010, the Company converted two convertible notes payable totaling \$75,000 into 33,750,013 shares of common stock.

On November 1, 2010, the Company issued 500,000 common shares of stock for \$70,000 cash.

On May 24, 2010, the Company completed an approximately 3:1 forward stock split.

On November 29, 2010, the Company completed a 5:1 forward stock split and increased its authorized share capital to 750,000,000 shares of common stock.

All share information presented in these financial statements and accompanying footnotes have been retroactively adjusted to reflect the increased number of shares resulting from these actions.

There were 500,499,965 and 14 shares of common stock issued and outstanding as of December 31, 2010 and 2009, respectively.

VENDUM BATTERIES INC.
(FORMERLY WISHART ENTERPRISES LIMITED)
(A DEVELOPMENT STAGE COMPANY)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2010

NOTE 10 – COMMITMENTS AND CONTINGENCIES

The Company neither owns nor leases any real or personal property. An officer has provided office services without charge. There is no obligation for the officer to continue this arrangement. Such costs are immaterial to the financial statements and accordingly are not reflected herein. The officers and directors are involved in other business activities and most likely will become involved in other business activities in the future.

The Company entered into two consulting agreements during the year ended December 31, 2010. Both agreements are for twelve months and began in June and July 2010, respectively.

The following are minimum annual payments due under those agreements:

December 31, 2011	\$	25,125
2012		0
2013		0
2014		0
2015		0
Total	\$	<u>25,125</u>

NOTE 11 – INCOME TAXES

As of December 31, 2010, the Company had net operating loss carry forwards of approximately \$659,000 that may be available to reduce future years' taxable income through 2030. Future tax benefits which may arise as a result of these losses have not been recognized in these financial statements, as their realization is determined not likely to occur and accordingly, the Company has recorded a valuation allowance for the deferred tax asset relating to these tax loss carry-forwards.

The provision for the Federal income tax consists of the following:

	<u>2010</u>	<u>2009</u>
Federal income tax attributable to:		
Current Operations	\$ 216,028	\$ 5,033
Less: valuation allowance	(216,028)	(5,033)
Net provision for Corporation income taxes	<u>\$ 0</u>	<u>\$ 0</u>

The cumulative tax effect at the expected rate of 34% of significant items comprising our net deferred tax amount is as follows:

	<u>2010</u>	<u>2009</u>
Deferred tax asset attributable to:		
Net operating loss carryover	\$ 221,061	\$ 5,033
Less: valuation allowance	(221,061)	(5,033)
Net deferred tax asset	<u>\$ 0</u>	<u>\$ 0</u>

**VENDUM BATTERIES INC.
(FORMERLY WISHART ENTERPRISES LIMITED)
(A DEVELOPMENT STAGE COMPANY)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2010**

NOTE 12 – SUBSEQUENT EVENTS

On March 23, 2011, the Company entered into a Securities Purchase Agreement with an accredited investor for the sale of a Convertible Promissory Note in the aggregate principal amount of \$65,000. The net proceeds of the financing, after deducting placement agent fees, are to be used for general working capital purposes. The Notes bear interest at the rate of 8% per annum and matures on December 28, 2011. The Note is convertible into shares of our common stock beginning 180 days from the date of the Note at a conversion price of 60% of the average of the lowest three trading prices of the Company's common stock during the ten trading days on the OTCBB proceeding the conversion date. The number of shares issuable upon conversion shall be proportionally adjusted to reflect any stock dividend, split or similar event.

Unless waived in writing by the Holder, the Company is prohibited from effecting the conversion of the Note to the extent that as a result of such conversion the Holder thereof would beneficially own more than 4.99% in the aggregate of the issued and outstanding common stock immediately after giving effect to the issuance of common stock upon conversion. While the Note is outstanding, the Holder is entitled to a reduction in the conversion price if we issue any securities for a per share price less than the conversion price in effect available to the Holder.

In accordance with ASC 855-10, the Company has analyzed its operations subsequent to December 31, 2010 through March 30, 2011 and has determined that it does not have any other material subsequent events to disclose in these financial statements.

VENDUM BATTERIES INC.
(FORMERLY WISHART ENTERPRISES LIMITED)
(A DEVELOPMENT STAGE COMPANY)
CONSOLIDATED BALANCE SHEETS (unaudited)
AS OF MARCH 31, 2011 AND DECEMBER 31, 2010

ASSETS	March 31, 2011	December 31, 2010
Current Assets		
Cash and cash equivalents	\$ 59,066	\$ 21,766
Stock subscription receivable	0	0
Total Current Assets	<u>59,066</u>	<u>21,766</u>
Other Asset		
Intellectual property	200,000	200,000
Total Assets	<u>\$ 259,066</u>	<u>\$ 221,766</u>
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Liabilities		
Current Liabilities		
Accrued expenses	\$ 194,484	\$ 157,605
Accrued expenses – related party	8,680	8,680
Accrued interest – related parties	9,438	7,188
Due to director	1,005	505
Convertible notes payable – related parties	75,000	75,000
Convertible notes payable- other	65,000	0
Total Liabilities	<u>353,607</u>	<u>248,978</u>
Stockholders' Deficit		
Common stock, par value \$.001, 750,000,000 shares authorized, 500,499,965 shares issued and outstanding (2010 – 500,499,965 issued and outstanding)	500,500	500,500
Additional paid-in capital	134,502	134,502
Cumulative translation adjustment	(4,757)	(2,873)
Deficit accumulated during the development stage	(724,786)	(659,341)
Total Stockholders' Deficit	<u>(94,541)</u>	<u>(27,212)</u>
Total Liabilities and Stockholders' Deficit	<u>\$ 259,066</u>	<u>\$ 221,766</u>

See accompanying notes to financial statements.

VENDUM BATTERIES INC.
(FORMERLY WISHART ENTERPRISES LIMITED)
(A DEVELOPMENT STAGE COMPANY)
CONSOLIDATED STATEMENTS OF OPERATIONS (unaudited)
FOR THE THREE MONTHS ENDED MARCH 31, 2011 AND 2010
PERIOD FROM NOVEMBER 16, 2009 (INCEPTION) TO MARCH 31, 2011

	Three months ended March 31, 2011	Three months ended March 31, 2010	Period from November 16, 2009 (Inception) to March 31, 2011
REVENUES	\$ 0	\$ 0	\$ 0
OPERATING EXPENSES			
Professional fees	2,500	385	48,347
Consulting fees	53,227	36,828	331,352
General and administrative expenses	7,468	7,856	35,649
TOTAL OPERATING EXPENSES	63,195	45,069	415,348
NET LOSS FROM OPERATIONS	(63,195)	(45,069)	(415,348)
OTHER INCOME (EXPENSE)			
Interest expense	2,250	0	9,438
Impairment of intellectual property	0	0	300,000
TOTAL OTHER INCOME (EXPENSE)	(2,250)	0	(309,438)
LOSS BEFORE PROVISION FOR INCOME TAXES	(65,445)	(45,069)	(724,786)
PROVISION FOR INCOME TAXES	0	0	0
NET LOSS	\$ (65,445)	\$ (45,069)	\$ (724,786)
NET LOSS PER SHARE: BASIC AND DILUTED	\$ (0.00)	\$ (45,069)	
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING: BASIC AND DILUTED	500,499,965	1	

See accompanying notes to financial statements.

VENDUM BATTERIES INC.
(FORMERLY WISHART ENTERPRISES LIMITED)
(A DEVELOPMENT STAGE COMPANY)
CONSOLIDATED STATEMENT OF STOCKHOLDERS' DEFICIT (unaudited)
FOR THE PERIOD FROM NOVEMBER 16, 2009 (INCEPTION) TO MARCH 31, 2011

	Common stock		Additional paid-in Capital	Cumulative translation Adjustment	Deficit accumulated during the development Stage	Total
	Shares	Amount				
Inception, November 16, 2009	—	\$ —	\$ —	\$ —	\$ —	\$ —
Shares issued to founder	14	2		—	—	2
Net loss and cumulative translation adjustment for the period ended December 31, 2009	—	—		(3,577)	(23,965)	(27,542)
Balance, December 31, 2009	14	2	0	(3,577)	(23,965)	(27,540)
Shares cancelled in reverse merger	(14)	(2)	2	—	—	0
Shares issued in merger	8,500,023	608	(608)	—	—	0
Shares issued on recapitalization	1,098,786,657	78,543	(78,543)	—	—	0
Shares cancelled by former officer	(873,786,635)	(62,459)	62,459	—	—	0
Shares issued for conversion of debt	33,750,013	2,413	72,587	—	—	75,000
Shares issued for conversion of debt	232,749,907	16,637	473,363	—	—	490,000
Stock split	—	64,258	(64,258)	—	—	0
Shares issued for cash	500,000	100	69,900	—	—	70,000
Stock split	—	400,400	(400,400)	—	—	0
Net loss and cumulative translation adjustment for the period ended December 31, 2010	—	—		704	(635,376)	(634,672)
Balance, December 31, 2010	500,499,965	500,500	134,502	(2,873)	(659,341)	(27,212)
Net loss and cumulative translation adjustment for the period ended March 31, 2011	—	—	—	(1,884)	(65,445)	(67,329)
Balance, March 31, 2011	500,499,965	\$ 500,500	\$ 134,502	\$ (4,757)	\$ (724,786)	\$ (94,541)

See accompanying notes to financial statements.

VENDUM BATTERIES INC.
(FORMERLY WISHART ENTERPRISES LIMITED)
(A DEVELOPMENT STAGE COMPANY)
CONSOLIDATED STATEMENTS OF CASH FLOWS (unaudited)
FOR THE THREE MONTHS ENDED MARCH 31, 2011 AND 2010
FOR THE PERIOD FROM NOVEMBER 16, 2009 (INCEPTION) TO MARCH 31, 2011

	Three months ended March 31, 2011	Three months ended March 31, 2010	Period from November 16, 2009 (Inception) to March 31, 2011
CASH FLOWS FROM OPERATING ACTIVITIES			
Net loss for the period	\$ (65,445)	\$ (45,069)	\$ (724,786)
Adjustments to reconcile net loss to net cash (used in) operating activities:			
Impairment of intellectual property	0	0	300,000
Changes in assets and liabilities:			
Decrease in accounts receivable		4,812	
Increase(decrease) in accrued expenses	36,879	(12,806)	194,484
Increase (decrease) in accrued expenses – related party	0	0	8,680
Increase in accrued interest – related parties	2,250	0	9,438
Cash Flows Used in Operating Activities	<u>(26,316)</u>	<u>(53,063)</u>	<u>(212,184)</u>
CASH FLOWS FROM INVESTING ACTIVITIES			
Cash paid to acquire intellectual property	0	(10,000)	(10,000)
Cash Flows Used in Investing Activities	<u>0</u>	<u>(10,000)</u>	<u>(10,000)</u>
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from due to director	500	505	1,005
Cash received for stock subscription receivable	0	2	2
Proceeds from convertible note payable	65,000	25,000	215,000
Proceeds from the sale of common stock	0	0	70,000
Cash Flows Provided by Financing Activities	<u>65,500</u>	<u>25,507</u>	<u>286,007</u>
Exchange rate effect on cash and cash equivalents	(1,884)	3,103	(4,757)
Net Increase (Decrease) in Cash and Cash Equivalents	37,300	34,453	59,066
Cash and cash equivalents, beginning of period	21,766	0	0
Cash and cash equivalents, end of period	<u>\$ 59,066</u>	<u>\$ 34,453</u>	<u>\$ 59,066</u>
SUPPLEMENTAL CASH FLOW INFORMATION:			
Interest paid	<u>\$ 0</u>	<u>\$ 0</u>	<u>\$ 0</u>
Income taxes paid	<u>\$ 0</u>	<u>\$ 0</u>	<u>\$ 0</u>
SUPPLEMENTAL NON-CASH TRANSACTIONS			
Stock issued for stock subscription receivable	<u>\$ 0</u>	<u>\$ 2</u>	<u>\$ 2</u>
Note payable issued to acquire intellectual property	<u>\$ 0</u>	<u>\$ 0</u>	<u>\$ 490,000</u>
Convertible notes payable converted to common stock	<u>\$ 0</u>	<u>\$ 0</u>	<u>\$ 75,000</u>
Note payable settled in common stock	<u>\$ 0</u>	<u>\$ 0</u>	<u>\$ 565,000</u>

See accompanying notes to financial statements.

VENDUM BATTERIES INC.
(FORMERLY WISHART ENTERPRISES LIMITED)
(A DEVELOPMENT STAGE COMPANY)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
MARCH 31, 2011

NOTE 1 – ORGANIZATION AND NATURE OF BUSINESS

Vendum Batteries Inc. (formerly Wishart Enterprises Limited) (the "Company" or "Vendum") was incorporated in Nevada on December 13, 2006. Vendum is an environmentally friendly mobile battery company with the sole focus on identifying, evaluating, acquiring, developing and partnering for the commercialization of proprietary eco-friendly power sources.

As further described in Note 9, the Company closed a share exchange transaction effective May 3, 2010 with the shareholders of Vendum Batteries Limited, which was incorporated under the laws of the United Kingdom on November 16, 2009 ("Vendum UK"). This share exchange transaction constituted a reverse merger and a recapitalization of Vendum. In conjunction with this reverse merger, the historical accounts of Vendum become the historical accounts of Wishart for accounting purposes and, in conjunction therewith, Wishart changed its fiscal year-end to December 31 to coincide with the historical year-end of Vendum. Vendum Batteries Limited is a wholly-owned subsidiary of Vendum Batteries Inc.

The accompanying interim financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America and the rules of the Securities and Exchange Commission ("SEC"). In the opinion of management, all adjustments necessary in order for the financial statements to be not misleading have been reflected herein. The results of operations for interim periods are not necessarily indicative of the results to be expected for the full year.

NOTE 2 – GOING CONCERN

The financial statements have been prepared on a going concern basis which assumes the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The Company has a working capital deficit, and has incurred losses since inception resulting in an accumulated deficit of \$724,786 as of March 31, 2011, and further losses are anticipated in the development of its business raising substantial doubt about the Company's ability to continue as a going concern. The ability to continue as a going concern is dependent upon the Company generating profitable operations in the future and/or to obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due. Management intends to finance operating costs over the next twelve months with existing cash on hand and loans from directors and or private placement of common stock.

NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Development Stage Company

The accompanying financial statements have been prepared in accordance with generally accepted accounting principles related to development stage companies. A development-stage company is one in which planned principal operations have not commenced or if its operations have commenced, there has been no significant revenues there from.

Basis of Presentation

The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in the United States of America and are presented in US dollars.

VENDUM BATTERIES INC.
(FORMERLY WISHART ENTERPRISES LIMITED)
(A DEVELOPMENT STAGE COMPANY)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
MARCH 31, 2011

NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Accounting Basis

The Company uses the accrual basis of accounting and accounting principles generally accepted in the United States of America (“GAAP” accounting). The Company has adopted a December 31 fiscal year end.

Principles of Consolidation

The accompanying consolidated financial statements include the accounts of the Company and its wholly owned subsidiary. All significant intercompany transactions and balances have been eliminated in consolidation.

Cash and Cash Equivalents

The Company considers all highly liquid investments with the original maturities of three months or less to be cash equivalents. The Company had \$59,066 and \$21,766 of cash as of March 31, 2011 and December 31, 2010, respectively.

Income Taxes

Income taxes are computed using the asset and liability method. Under the asset and liability method, deferred income tax assets and liabilities are determined based on the differences between the financial reporting and tax bases of assets and liabilities and are measured using the currently enacted tax rates and laws. A valuation allowance is provided for the amount of deferred tax assets that, based on available evidence, are not expected to be realized.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date the financial statements and the reported amount of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Revenue Recognition

The Company recognizes revenue when products are fully delivered or services have been provided and collection is reasonably assured.

Foreign Currency Translation

The Company's functional currency is the Pound Sterling and its reporting currency is the United States dollar.

Advertising Costs

The Company's policy regarding advertising is to expense advertising when incurred. The Company incurred advertising expense of \$0 and \$0 during the periods ended March 31, 2011 and 2010, respectively.

Stock-Based Compensation

Stock-based compensation is accounted for at fair value in accordance with ASC Topic 718. To date, the Company has not adopted a stock option plan and has not granted any stock options.

VENDUM BATTERIES INC.
(FORMERLY WISHART ENTERPRISES LIMITED)
(A DEVELOPMENT STAGE COMPANY)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
MARCH 31, 2011

NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Dividends

The Company has not adopted any policy regarding payment of dividends. No dividends have been paid during any of the periods shown.

Basic Income (Loss) Per Share

Basic income (loss) per share is calculated by dividing the Company's net loss applicable to common shareholders by the weighted average number of common shares during the period. Diluted earnings per share is calculated by dividing the Company's net income available to common shareholders by the diluted weighted average number of shares outstanding during the year. The diluted weighted average number of shares outstanding is the basic weighted number of shares adjusted for any potentially dilutive debt or equity. There are no such common stock equivalents outstanding as of March 31, 2011.

Comprehensive Income

The Company has which established standards for reporting and display of comprehensive income, its components and accumulated balances. When applicable, the Company would disclose this information on its Statement of Stockholders' Equity. Comprehensive income comprises equity except those resulting from investments by owners and distributions to owners. The Company has not had any significant transactions that are required to be reported in other comprehensive income.

Impairment of Long-Lived Assets

The Company continually monitors events and changes in circumstances that could indicate carrying amounts of long-lived assets may not be recoverable. When such events or changes in circumstances are present, the Company assesses the recoverability of long-lived assets by determining whether the carrying value of such assets will be recovered through undiscounted expected future cash flows. If the total of the future cash flows is less than the carrying amount of those assets, the Company recognizes an impairment loss based on the excess of the carrying amount over the fair value of the assets. Assets to be disposed of are reported at the lower of the carrying amount or the fair value less costs to sell.

Recent Accounting Pronouncements

Vendum does not expect the adoption of recently issued accounting pronouncements to have a significant impact on the Company's results of operations, financial position or cash flow.

NOTE 4 – INTELLECTUAL PROPERTY

On January 4, 2010 the Company entered into an asset purchase agreement with Cornerstone Holdings Ltd. The Company agreed to purchase intellectual property from the seller for total proceeds of \$500,000. The Company paid a \$10,000 deposit on January 6, 2010. The remaining \$490,000 was to be paid in varying installments over the next 21 months. The rights, title and interest of the intellectual property was transferred to the Company on the date of the first \$10,000 payment. On May 3, 2010, the remaining \$490,000 outstanding was converted into 232,749,907 shares of common stock of the Company.

VENDUM BATTERIES INC.
(FORMERLY WISHART ENTERPRISES LIMITED)
(A DEVELOPMENT STAGE COMPANY)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
MARCH 31, 2011

NOTE 4 – INTELLECTUAL PROPERTY (CONTINUED)

The Company analyzed the intellectual property for impairment at December 31, 2010 and determined that the fair market value was \$200,000. As such, an impairment charge of \$300,000 was recorded.

NOTE 5 – ACCRUED EXPENSES

Accrued expenses and interest at March 31, 2011 and December 31, 2010 consisted of the following:

	2011	2010
Professional fees	\$ 8,500	\$ 16,925
Consulting fees	185,984	140,680
Total accrued expenses	\$ 194,484	\$ 157,605

NOTE 6 – ACCRUED EXPENSES – RELATED PARTY

Accrued expenses – related party consisted amounts due to an officer and shareholder of the Company for consulting services. There was \$8,680 and \$8,680 of accrued expenses – related party as of March 31, 2011 and December 31, 2010, respectively.

NOTE 7 – CONVERTIBLE NOTES PAYABLE

On December 10, 2009, a related party issued the company a 12% convertible note payable of \$50,000. Interest will accrue beginning from the date of the loan however no interest is due until the loan comes due on December 10, 2010.

On March 3, 2010 another \$25,000 was loaned to the company under the same terms as the original loan.

On May 3, 2010, the convertible loans of \$75,000 were converted into 33,750,013 shares of common stock.

On May 18, 2010, the Company issued a 12% convertible note payable of \$25,000 to a related party due September 3, 2011.

On July 26, 2010, the Company issued a 12% convertible note payable of \$50,000 to a related party. Interest will accrue beginning from the date of the loan however no interest is due until the loan comes due on July 27, 2011.

The balance of the convertible notes to related parties as of March 31, 2011 and December 31, 2010 was \$75,000 and \$75,000, respectively.

Accrued interest payable related to the above loans totaled \$9,438 and \$7,188 at March 31, 2011 and December 31, 2010, respectively.

VENDUM BATTERIES INC.
(FORMERLY WISHART ENTERPRISES LIMITED)
(A DEVELOPMENT STAGE COMPANY)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
MARCH 31, 2011

NOTE 7 – CONVERTIBLE NOTES PAYABLE (CONTINUED)

On March 23, 2011, the Company entered into a Securities Purchase Agreement with an accredited investor for the sale of a Convertible Promissory Note in the aggregate principal amount of \$65,000. The net proceeds of the financing, after deducting placement agent fees, are to be used for general working capital purposes. The Notes bear interest at the rate of 8% per annum and matures on December 28, 2011. The Note is convertible into shares of our common stock beginning 180 days from the date of the Note at a conversion price of 60% of the average of the lowest three trading prices of the Company's common stock during the ten trading days on the OTCBB proceeding the conversion date. The number of shares issuable upon conversion shall be proportionally adjusted to reflect any stock dividend, split or similar event.

Unless waived in writing by the Holder, the Company is prohibited from effecting the conversion of the Note to the extent that as a result of such conversion the Holder thereof would beneficially own more than 4.99% in the aggregate of the issued and outstanding common stock immediately after giving effect to the issuance of common stock upon conversion. While the Note is outstanding, the Holder is entitled to a reduction in the conversion price if we issue any securities for a per share price less than the conversion price in effect available to the Holder.

The loans may be converted into the Company's common stock at any point during the term of the loan by the note holder. The number of shares to be issued will be determined by the fair market value of the common stock on the date of the conversion. If fair market value is not determinable at the conversion date the stock will be converted based on the lesser of either the share price of the last private offering or the thirty day average of the Company's stock in the event a public listing has taken place.

NOTE 8 – DUE TO DIRECTOR

A director and shareholder of the Company advanced \$1,005 (December 31, 2010 - \$505) to Vendum during the period ended March 31, 2011. The amount is unsecured, non-interest bearing and due on demand.

NOTE 9 – COMMON STOCK

The Company has 750,000,000 shares of \$0.001 par value common stock authorized.

On November 17, 2009, the Company issued 1 share of common stock for total proceeds of \$2. As of December 31, 2009 the proceeds had not been collected. The funds for the stock were deposited into the company bank account on March 4, 2010.

In a share exchange transaction that closed on May 3, 2010, Wishart acquired all the issued and outstanding shares of Vendum Batteries Limited through the issuance of 8,500,023 shares of Wishart. The Company treated the purchase of Vendum Batteries Limited as a reverse acquisition pursuant to the guidance in Appendix B of SEC Accounting Disclosure Rules and Practices Official Text. Accordingly, these transactions are recorded as capital transactions in substance rather than business combinations.

VENDUM BATTERIES INC.
(FORMERLY WISHART ENTERPRISES LIMITED)
(A DEVELOPMENT STAGE COMPANY)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
MARCH 31, 2011

NOTE 9 – COMMON STOCK (CONTINUED)

Therefore, the transaction is equivalent to the issuance of stock by the private company for the net monetary assets of Wishart, accompanied by a recapitalization. Accordingly, the reverse acquisition has been accounted for as a recapitalization.

For accounting purposes, Vendum is considered the acquirer in the reverse acquisition. The historical financial statements are those of Vendum consolidated with the parent, Wishart Enterprises, Inc. Earnings per share for periods prior to the merger are restated to reflect the number of equivalent shares received by the acquiring company.

On May 3, 2010, the Company agreed to convert a note payable of \$490,000 into 232,749,907 shares of common stock.

Also on May 3, 2010, the Company converted two convertible notes payable totaling \$75,000 into 33,750,013 shares of common stock.

On November 1, 2010, the Company issued 500,000 common shares of stock for \$70,000 cash.

On May 24, 2010, the Company completed an approximately 3:1 forward stock split.

On November 29, 2010, the Company completed a 5:1 forward stock split and increased its authorized share capital to 750,000,000 shares of common stock.

All share information presented in these financial statements and accompanying footnotes have been retroactively adjusted to reflect the increased number of shares resulting from these actions.

There were 500,499,965 and 14 shares of common stock issued and outstanding as of March 31, 2011 and December 31, 2010, respectively.

NOTE 10 – COMMITMENTS AND CONTINGENCIES

The Company neither owns nor leases any real or personal property. An officer has provided office services without charge. There is no obligation for the officer to continue this arrangement. Such costs are immaterial to the financial statements and accordingly are not reflected herein. The officers and directors are involved in other business activities and most likely will become involved in other business activities in the future.

The Company entered into two consulting agreements during the year ended December 31, 2010. Both agreements are for twelve months and began in June and July 2010, respectively.

VENDUM BATTERIES INC.
(FORMERLY WISHART ENTERPRISES LIMITED)
(A DEVELOPMENT STAGE COMPANY)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
MARCH 31, 2011

NOTE 10 – COMMITMENTS AND CONTINGENCIES (CONTINUED)

The following are minimum annual payments due under those agreements:

December 31, 2011	\$	25,125
2012		0
2013		0
2014		0
2015		0
Total	\$	<u>25,125</u>

NOTE 11 – INCOME TAXES

As of March 31, 2011, the Company had net operating loss carry forwards of approximately \$725,000 that may be available to reduce future years' taxable income through 2030. Future tax benefits which may arise as a result of these losses have not been recognized in these financial statements, as their realization is determined not likely to occur and accordingly, the Company has recorded a valuation allowance for the deferred tax asset relating to these tax loss carry-forwards.

The provision for the Federal income tax consists of the following:

	<u>March 31, 2011</u>	<u>March 31, 2010</u>
Federal income tax attributable to:		
Current Operations	\$ 22,250	\$ 9,464
Less: valuation allowance	(22,250)	(9,464)
Net provision for Corporation income taxes	<u>\$ 0</u>	<u>\$ 0</u>

The cumulative tax effect at the expected rate of 34% of significant items comprising our net deferred tax amount is as follows:

	<u>March 31, 2011</u>	<u>December 31, 2010</u>
Deferred tax asset attributable to:		
Net operating loss carryover	\$ 243,311	\$ 221,061
Less: valuation allowance	(243,311)	(221,061)
Net deferred tax asset	<u>\$ 0</u>	<u>\$ 0</u>

VENDUM BATTERIES INC.
(FORMERLY WISHART ENTERPRISES LIMITED)
(A DEVELOPMENT STAGE COMPANY)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
MARCH 31, 2011

NOTE 12 – SUBSEQUENT EVENTS

Subsequent to year end, the Company entered into a promissory note agreement in the amount of \$7,000, with the entire amount of the principal plus interest at 5 % per annum to be repaid on April 30, 2011.

Additionally, on May 3, 2011, the Company entered into a convertible note agreement in the amount of \$32,500 plus interest at 8% per annum to be repaid on February 2, 2012. The conversion price as per the convertible note agreement is generally 58% of the market price of the Company's common stock, as defined in the agreement.

In accordance with ASC 855-10, the Company has analyzed its operations subsequent to March 31, 2011 through May 20, 2011 and has determined that it does not have any other material subsequent events to disclose in these financial statements.

VENDUM BATTERIES INC.
(FORMERLY WISHART ENTERPRISES LIMITED)
(A DEVELOPMENT STAGE COMPANY)
CONSOLIDATED BALANCE SHEETS (unaudited)
AS OF MARCH 31, 2011 AND DECEMBER 31, 2010

	March 31, 2011	December 31, 2010
ASSETS		
Current Assets		
Cash and cash equivalents	\$ 59,066	\$ 21,766
Stock subscription receivable	0	0
Total Current Assets	59,066	21,766
Other Asset		
Intellectual property	200,000	200,000
Total Assets	<u>\$ 259,066</u>	<u>\$ 221,766</u>
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Liabilities		
Current Liabilities		
Accrued expenses	\$ 194,484	\$ 157,605
Accrued expenses – related party	8,680	8,680
Accrued interest – related parties	9,438	7,188
Due to director	1,005	505
Convertible notes payable – related parties	75,000	75,000
Convertible notes payable- other	65,000	0
Total Liabilities	<u>353,607</u>	<u>248,978</u>
Stockholders' Deficit		
Common stock, par value \$.001, 750,000,000 shares authorized, 500,499,965 shares issued and outstanding (2010 – 500,499,965 issued and outstanding)	500,500	500,500
Additional paid-in capital	134,502	134,502
Cumulative translation adjustment	(4,757)	(2,873)
Deficit accumulated during the development stage	(724,786)	(659,341)
Total Stockholders' Deficit	<u>(94,541)</u>	<u>(27,212)</u>
Total Liabilities and Stockholders' Deficit	<u>\$ 259,066</u>	<u>\$ 221,766</u>

See accompanying notes to financial statements.

VENDUM BATTERIES INC.
(FORMERLY WISHART ENTERPRISES LIMITED)
(A DEVELOPMENT STAGE COMPANY)
CONSOLIDATED STATEMENTS OF OPERATIONS (unaudited)
FOR THE THREE MONTHS ENDED MARCH 31, 2011 AND 2010
PERIOD FROM NOVEMBER 16, 2009 (INCEPTION) TO MARCH 31, 2011

	Three months ended March 31, 2011	Three months ended March 31, 2010	Period from November 16, 2009 (Inception) to March 31, 2011
REVENUES	\$ 0	\$ 0	\$ 0
OPERATING EXPENSES			
Professional fees	2,500	385	48,347
Consulting fees	53,227	36,828	331,352
General and administrative expenses	7,468	7,856	35,649
TOTAL OPERATING EXPENSES	63,195	45,069	415,348
NET LOSS FROM OPERATIONS	(63,195)	(45,069)	(415,348)
OTHER INCOME (EXPENSE)			
Interest expense	2,250	0	9,438
Impairment of intellectual property	0	0	300,000
TOTAL OTHER INCOME (EXPENSE)	(2,250)	0	(309,438)
LOSS BEFORE PROVISION FOR INCOME TAXES	(65,445)	(45,069)	(724,786)
PROVISION FOR INCOME TAXES	0	0	0
NET LOSS	\$ (65,445)	\$ (45,069)	\$ (724,786)
NET LOSS PER SHARE: BASIC AND DILUTED	\$ (0.00)	\$ (45,069)	
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING: BASIC AND DILUTED	500,499,965	1	

See accompanying notes to financial statements.

VENDUM BATTERIES INC.
(FORMERLY WISHART ENTERPRISES LIMITED)
(A DEVELOPMENT STAGE COMPANY)
CONSOLIDATED STATEMENT OF STOCKHOLDERS' DEFICIT (unaudited)
FOR THE PERIOD FROM NOVEMBER 16, 2009 (INCEPTION) TO MARCH 31, 2011

	Common stock		Additional paid-in Capital	Cumulative translation Adjustment	Deficit accumulated during the development Stage	Total
	Shares	Amount				
Inception, November 16, 2009	—	\$ —	\$ —	\$ —	\$ —	\$ —
Shares issued to founder	14	2		—	—	2
Net loss and cumulative translation adjustment for the period ended December 31, 2009	—	—		(3,577)	(23,965)	(27,542)
Balance, December 31, 2009	14	2	0	(3,577)	(23,965)	(27,540)
Shares cancelled in reverse merger	(14)	(2)	2	—	—	0
Shares issued in merger	8,500,023	608	(608)	—	—	0
Shares issued on recapitalization	1,098,786,657	78,543	(78,543)	—	—	0
Shares cancelled by former officer	(873,786,635)	(62,459)	62,459	—	—	0
Shares issued for conversion of debt	33,750,013	2,413	72,587	—	—	75,000
Shares issued for conversion of debt	232,749,907	16,637	473,363	—	—	490,000
Stock split	—	64,258	(64,258)	—	—	0
Shares issued for cash	500,000	100	69,900	—	—	70,000
Stock split	—	400,400	(400,400)	—	—	0
Net loss and cumulative translation adjustment for the period ended December 31, 2010	—	—		704	(635,376)	(634,672)
Balance, December 31, 2010	500,499,965	500,500	134,502	(2,873)	(659,341)	(27,212)
Net loss and cumulative translation adjustment for the period ended March 31, 2011	—	—	—	(1,884)	(65,445)	(67,329)
Balance, March 31, 2011	500,499,965	\$ 500,500	\$ 134,502	\$ (4,757)	\$ (724,786)	\$ (94,541)

See accompanying notes to financial statements

VENDUM BATTERIES INC.
(FORMERLY WISHART ENTERPRISES LIMITED)
(A DEVELOPMENT STAGE COMPANY)
CONSOLIDATED STATEMENTS OF CASH FLOWS (unaudited)
FOR THE THREE MONTHS ENDED MARCH 31, 2011 AND 2010
FOR THE PERIOD FROM NOVEMBER 16, 2009 (INCEPTION) TO MARCH 31, 2011

	Three months ended March 31, 2011	Three months ended March 31, 2010	Period from November 16, 2009 (Inception) to March 31, 2011
CASH FLOWS FROM OPERATING ACTIVITIES			
Net loss for the period	\$ (65,445)	\$ (45,069)	\$ (724,786)
Adjustments to reconcile net loss to net cash (used in) operating activities:			
Impairment of intellectual property	0	0	300,000
Changes in assets and liabilities:			
Decrease in accounts receivable		4,812	
Increase(decrease) in accrued expenses	36,879	(12,806)	194,484
Increase (decrease) in accrued expenses – related party	0	0	8,680
Increase in accrued interest – related parties	2,250	0	9,438
Cash Flows Used in Operating Activities	<u>(26,316)</u>	<u>(53,063)</u>	<u>(212,184)</u>
CASH FLOWS FROM INVESTING ACTIVITIES			
Cash paid to acquire intellectual property	0	(10,000)	(10,000)
Cash Flows Used in Investing Activities	<u>0</u>	<u>(10,000)</u>	<u>(10,000)</u>
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from due to director	500	505	1,005
Cash received for stock subscription receivable	0	2	2
Proceeds from convertible note payable	65,000	25,000	215,000
Proceeds from the sale of common stock	0	0	70,000
Cash Flows Provided by Financing Activities	<u>65,500</u>	<u>25,507</u>	<u>286,007</u>
Exchange rate effect on cash and cash equivalents	(1,884)	3,103	(4,757)
Net Increase (Decrease) in Cash and Cash Equivalents	37,300	34,453	59,066
Cash and cash equivalents, beginning of period	21,766	0	0
Cash and cash equivalents, end of period	<u>\$ 59,066</u>	<u>\$ 34,453</u>	<u>\$ 59,066</u>
SUPPLEMENTAL CASH FLOW INFORMATION:			
Interest paid	<u>\$ 0</u>	<u>\$ 0</u>	<u>\$ 0</u>
Income taxes paid	<u>\$ 0</u>	<u>\$ 0</u>	<u>\$ 0</u>
SUPPLEMENTAL NON-CASH TRANSACTIONS			
Stock issued for stock subscription receivable	<u>\$ 0</u>	<u>\$ 2</u>	<u>\$ 2</u>
Note payable issued to acquire intellectual property	<u>\$ 0</u>	<u>\$ 0</u>	<u>\$ 490,000</u>
Convertible notes payable converted to common stock	<u>\$ 0</u>	<u>\$ 0</u>	<u>\$ 75,000</u>
Note payable settled in common stock	<u>\$ 0</u>	<u>\$ 0</u>	<u>\$ 565,000</u>

See accompanying notes to financial statements.

VENDUM BATTERIES INC.
(FORMERLY WISHART ENTERPRISES LIMITED)
(A DEVELOPMENT STAGE COMPANY)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
MARCH 31, 2011

NOTE 1 – ORGANIZATION AND NATURE OF BUSINESS

Vendum Batteries Inc. (formerly Wishart Enterprises Limited) (the "Company" or "Vendum") was incorporated in Nevada on December 13, 2006. Vendum is an environmentally friendly mobile battery company with the sole focus on identifying, evaluating, acquiring, developing and partnering for the commercialization of proprietary eco-friendly power sources.

As further described in Note 9, the Company closed a share exchange transaction effective May 3, 2010 with the shareholders of Vendum Batteries Limited, which was incorporated under the laws of the United Kingdom on November 16, 2009 ("Vendum UK"). This share exchange transaction constituted a reverse merger and a recapitalization of Vendum. In conjunction with this reverse merger, the historical accounts of Vendum become the historical accounts of Wishart for accounting purposes and, in conjunction therewith, Wishart changed its fiscal year-end to December 31 to coincide with the historical year-end of Vendum. Vendum Batteries Limited is a wholly-owned subsidiary of Vendum Batteries Inc.

The accompanying interim financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America and the rules of the Securities and Exchange Commission ("SEC"). In the opinion of management, all adjustments necessary in order for the financial statements to be not misleading have been reflected herein. The results of operations for interim periods are not necessarily indicative of the results to be expected for the full year.

NOTE 2 – GOING CONCERN

The financial statements have been prepared on a going concern basis which assumes the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The Company has a working capital deficit, and has incurred losses since inception resulting in an accumulated deficit of \$724,786 as of March 31, 2011, and further losses are anticipated in the development of its business raising substantial doubt about the Company's ability to continue as a going concern. The ability to continue as a going concern is dependent upon the Company generating profitable operations in the future and/or to obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due. Management intends to finance operating costs over the next twelve months with existing cash on hand and loans from directors and or private placement of common stock.

NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Development Stage Company

The accompanying financial statements have been prepared in accordance with generally accepted accounting principles related to development stage companies. A development-stage company is one in which planned principal operations have not commenced or if its operations have commenced, there has been no significant revenues there from.

Basis of Presentation

The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in the United States of America and are presented in US dollars.

VENDUM BATTERIES INC.
(FORMERLY WISHART ENTERPRISES LIMITED)
(A DEVELOPMENT STAGE COMPANY)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
MARCH 31, 2011

NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Accounting Basis

The Company uses the accrual basis of accounting and accounting principles generally accepted in the United States of America (“GAAP” accounting). The Company has adopted a December 31 fiscal year end.

Principles of Consolidation

The accompanying consolidated financial statements include the accounts of the Company and its wholly owned subsidiary. All significant intercompany transactions and balances have been eliminated in consolidation.

Cash and Cash Equivalents

The Company considers all highly liquid investments with the original maturities of three months or less to be cash equivalents. The Company had \$59,066 and \$21,766 of cash as of March 31, 2011 and December 31, 2010, respectively.

Income Taxes

Income taxes are computed using the asset and liability method. Under the asset and liability method, deferred income tax assets and liabilities are determined based on the differences between the financial reporting and tax bases of assets and liabilities and are measured using the currently enacted tax rates and laws. A valuation allowance is provided for the amount of deferred tax assets that, based on available evidence, are not expected to be realized.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date the financial statements and the reported amount of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Revenue Recognition

The Company recognizes revenue when products are fully delivered or services have been provided and collection is reasonably assured.

Foreign Currency Translation

The Company's functional currency is the Pound Sterling and its reporting currency is the United States dollar.

Advertising Costs

The Company's policy regarding advertising is to expense advertising when incurred. The Company incurred advertising expense of \$0 and \$0 during the periods ended March 31, 2011 and 2010, respectively.

Stock-Based Compensation

Stock-based compensation is accounted for at fair value in accordance with ASC Topic 718. To date, the Company has not adopted a stock option plan and has not granted any stock options.

VENDUM BATTERIES INC.
(FORMERLY WISHART ENTERPRISES LIMITED)
(A DEVELOPMENT STAGE COMPANY)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
MARCH 31, 2011

NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Dividends

The Company has not adopted any policy regarding payment of dividends. No dividends have been paid during any of the periods shown.

Basic Income (Loss) Per Share

Basic income (loss) per share is calculated by dividing the Company's net loss applicable to common shareholders by the weighted average number of common shares during the period. Diluted earnings per share is calculated by dividing the Company's net income available to common shareholders by the diluted weighted average number of shares outstanding during the year. The diluted weighted average number of shares outstanding is the basic weighted number of shares adjusted for any potentially dilutive debt or equity. There are no such common stock equivalents outstanding as of March 31, 2011.

Comprehensive Income

The Company has which established standards for reporting and display of comprehensive income, its components and accumulated balances. When applicable, the Company would disclose this information on its Statement of Stockholders' Equity. Comprehensive income comprises equity except those resulting from investments by owners and distributions to owners. The Company has not had any significant transactions that are required to be reported in other comprehensive income.

Impairment of Long-Lived Assets

The Company continually monitors events and changes in circumstances that could indicate carrying amounts of long-lived assets may not be recoverable. When such events or changes in circumstances are present, the Company assesses the recoverability of long-lived assets by determining whether the carrying value of such assets will be recovered through undiscounted expected future cash flows. If the total of the future cash flows is less than the carrying amount of those assets, the Company recognizes an impairment loss based on the excess of the carrying amount over the fair value of the assets. Assets to be disposed of are reported at the lower of the carrying amount or the fair value less costs to sell.

Recent Accounting Pronouncements

Vendum does not expect the adoption of recently issued accounting pronouncements to have a significant impact on the Company's results of operations, financial position or cash flow.

NOTE 4 – INTELLECTUAL PROPERTY

On January 4, 2010 the Company entered into an asset purchase agreement with Cornerstone Holdings Ltd. The Company agreed to purchase intellectual property from the seller for total proceeds of \$500,000. The Company paid a \$10,000 deposit on January 6, 2010. The remaining \$490,000 was to be paid in varying installments over the next 21 months. The rights, title and interest of the intellectual property was transferred to the Company on the date of the first \$10,000 payment. On May 3, 2010, the remaining \$490,000 outstanding was converted into 232,749,907 shares of common stock of the Company.

VENDUM BATTERIES INC.
(FORMERLY WISHART ENTERPRISES LIMITED)
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MARCH 31, 2011

NOTE 4 – INTELLECTUAL PROPERTY (CONTINUED)

The Company analyzed the intellectual property for impairment at December 31, 2010 and determined that the fair market value was \$200,000. As such, an impairment charge of \$300,000 was recorded.

NOTE 5 – ACCRUED EXPENSES

Accrued expenses and interest at March 31, 2011 and December 31, 2010 consisted of the following:

	2011	2010
Professional fees	\$ 8,500	\$ 16,925
Consulting fees	185,984	140,680
Total accrued expenses	\$ 194,484	\$ 157,605

NOTE 6 – ACCRUED EXPENSES – RELATED PARTY

Accrued expenses – related party consisted amounts due to an officer and shareholder of the Company for consulting services. There was \$8,680 and \$8,680 of accrued expenses – related party as of March 31, 2011 and December 31, 2010, respectively.

NOTE 7 – CONVERTIBLE NOTES PAYABLE

On December 10, 2009, a related party issued the company a 12% convertible note payable of \$50,000. Interest will accrue beginning from the date of the loan however no interest is due until the loan comes due on December 10, 2010.

On March 3, 2010 another \$25,000 was loaned to the company under the same terms as the original loan.

On May 3, 2010, the convertible loans of \$75,000 were converted into 33,750,013 shares of common stock.

On May 18, 2010, the Company issued a 12% convertible note payable of \$25,000 to a related party due September 3, 2011.

On July 26, 2010, the Company issued a 12% convertible note payable of \$50,000 to a related party. Interest will accrue beginning from the date of the loan however no interest is due until the loan comes due on July 27, 2011.

The balance of the convertible notes to related parties as of March 31, 2011 and December 31, 2010 was \$75,000 and \$75,000, respectively.

Accrued interest payable related to the above loans totaled \$9,438 and \$7,188 at March 31, 2011 and December 31, 2010, respectively.

VENDUM BATTERIES INC.
(FORMERLY WISHART ENTERPRISES LIMITED)
(A DEVELOPMENT STAGE COMPANY)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
MARCH 31, 2011

NOTE 7 – CONVERTIBLE NOTES PAYABLE (CONTINUED)

On March 23, 2011, the Company entered into a Securities Purchase Agreement with an accredited investor for the sale of a Convertible Promissory Note in the aggregate principal amount of \$65,000. The net proceeds of the financing, after deducting placement agent fees, are to be used for general working capital purposes. The Notes bear interest at the rate of 8% per annum and matures on December 28, 2011. The Note is convertible into shares of our common stock beginning 180 days from the date of the Note at a conversion price of 60% of the average of the lowest three trading prices of the Company's common stock during the ten trading days on the OTCBB proceeding the conversion date. The number of shares issuable upon conversion shall be proportionally adjusted to reflect any stock dividend, split or similar event.

Unless waived in writing by the Holder, the Company is prohibited from effecting the conversion of the Note to the extent that as a result of such conversion the Holder thereof would beneficially own more than 4.99% in the aggregate of the issued and outstanding common stock immediately after giving effect to the issuance of common stock upon conversion. While the Note is outstanding, the Holder is entitled to a reduction in the conversion price if we issue any securities for a per share price less than the conversion price in effect available to the Holder.

The loans may be converted into the Company's common stock at any point during the term of the loan by the note holder. The number of shares to be issued will be determined by the fair market value of the common stock on the date of the conversion. If fair market value is not determinable at the conversion date the stock will be converted based on the lesser of either the share price of the last private offering or the thirty day average of the Company's stock in the event a public listing has taken place.

NOTE 8 – DUE TO DIRECTOR

A director and shareholder of the Company advanced \$1,005 (December 31, 2010 - \$505) to Vendum during the period ended March 31, 2011. The amount is unsecured, non-interest bearing and due on demand.

NOTE 9 – COMMON STOCK

The Company has 750,000,000 shares of \$0.001 par value common stock authorized.

On November 17, 2009, the Company issued 1 share of common stock for total proceeds of \$2. As of December 31, 2009 the proceeds had not been collected. The funds for the stock were deposited into the company bank account on March 4, 2010.

In a share exchange transaction that closed on May 3, 2010, Wishart acquired all the issued and outstanding shares of Vendum Batteries Limited through the issuance of 8,500,023 shares of Wishart. The Company treated the purchase of Vendum Batteries Limited as a reverse acquisition pursuant to the guidance in Appendix B of SEC Accounting Disclosure Rules and Practices Official Text. Accordingly, these transactions are recorded as capital transactions in substance rather than business combinations.

VENDUM BATTERIES INC.
(FORMERLY WISHART ENTERPRISES LIMITED)
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MARCH 31, 2011

NOTE 9 – COMMON STOCK (CONTINUED)

Therefore, the transaction is equivalent to the issuance of stock by the private company for the net monetary assets of Wishart, accompanied by a recapitalization. Accordingly, the reverse acquisition has been accounted for as a recapitalization.

For accounting purposes, Vendum is considered the acquirer in the reverse acquisition. The historical financial statements are those of Vendum consolidated with the parent, Wishart Enterprises, Inc. Earnings per share for periods prior to the merger are restated to reflect the number of equivalent shares received by the acquiring company.

On May 3, 2010, the Company agreed to convert a note payable of \$490,000 into 232,749,907 shares of common stock.

Also on May 3, 2010, the Company converted two convertible notes payable totaling \$75,000 into 33,750,013 shares of common stock.

On November 1, 2010, the Company issued 500,000 common shares of stock for \$70,000 cash.

On May 24, 2010, the Company completed an approximately 3:1 forward stock split.

On November 29, 2010, the Company completed a 5:1 forward stock split and increased its authorized share capital to 750,000,000 shares of common stock.

All share information presented in these financial statements and accompanying footnotes have been retroactively adjusted to reflect the increased number of shares resulting from these actions.

There were 500,499,965 and 14 shares of common stock issued and outstanding as of March 31, 2011 and December 31, 2010, respectively.

NOTE 10 – COMMITMENTS AND CONTINGENCIES

The Company neither owns nor leases any real or personal property. An officer has provided office services without charge. There is no obligation for the officer to continue this arrangement. Such costs are immaterial to the financial statements and accordingly are not reflected herein. The officers and directors are involved in other business activities and most likely will become involved in other business activities in the future.

The Company entered into two consulting agreements during the year ended December 31, 2010. Both agreements are for twelve months and began in June and July 2010, respectively.

VENDUM BATTERIES INC.
(FORMERLY WISHART ENTERPRISES LIMITED)
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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
MARCH 31, 2011

NOTE 10 – COMMITMENTS AND CONTINGENCIES (CONTINUED)

The following are minimum annual payments due under those agreements:

December 31, 2011	\$	25,125
2012		0
2013		0
2014		0
2015		0
Total	\$	<u>25,125</u>

NOTE 11 – INCOME TAXES

As of March 31, 2011, the Company had net operating loss carry forwards of approximately \$725,000 that may be available to reduce future years' taxable income through 2030. Future tax benefits which may arise as a result of these losses have not been recognized in these financial statements, as their realization is determined not likely to occur and accordingly, the Company has recorded a valuation allowance for the deferred tax asset relating to these tax loss carry-forwards.

The provision for the Federal income tax consists of the following:

	March 31, 2011	March 31, 2010
Federal income tax attributable to:		
Current Operations	\$ 22,250	\$ 9,464
Less: valuation allowance	(22,250)	(9,464)
Net provision for Corporation income taxes	<u>\$ 0</u>	<u>\$ 0</u>

The cumulative tax effect at the expected rate of 34% of significant items comprising our net deferred tax amount is as follows:

	March 31, 2011	December 31, 2010
Deferred tax asset attributable to:		
Net operating loss carryover	\$ 243,311	\$ 221,061
Less: valuation allowance	(243,311)	(221,061)
Net deferred tax asset	<u>\$ 0</u>	<u>\$ 0</u>

VENDUM BATTERIES INC.
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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
MARCH 31, 2011

NOTE 12 – SUBSEQUENT EVENTS

Subsequent to year end, the Company entered into a promissory note agreement in the amount of \$7,000, with the entire amount of the principal plus interest at 5 % per annum to be repaid on April 30, 2011.

Additionally, on May 3, 2011, the Company entered into a convertible note agreement in the amount of \$32,500 plus interest at 8% per annum to be repaid on February 2, 2012. The conversion price as per the convertible note agreement is generally 58% of the market price of the Company's common stock, as defined in the agreement.

In accordance with ASC 855-10, the Company has analyzed its operations subsequent to March 31, 2011 through May 20, 2011 and has determined that it does not have any other material subsequent events to disclose in these financial statements.

PART II - INFORMATION NOT REQUIRED IN PROSPECTUS

ITEM 13. OTHER EXPENSES OF ISSUANCE AND DISTRIBUTION

We estimate that expenses in connection with the distribution described in this registration statement (other than brokerage commissions, discounts or other expenses relating to the sale of the shares by the selling security holders) will be as set forth below. We will pay all of the expenses with respect to the distribution, and such amounts, with the exception of the Securities and Exchange Commission registration fee, are estimates.

SEC registration fee	\$	
Accounting fees and expenses		5,000
Legal fees and expenses	\$	30,000
Printing and related expenses	\$	1,000
Transfer agent fees and expenses		1,000
Miscellaneous		500
Total	\$	

ITEM 14. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Under the provisions of Section 78.138 of Nevada Revised Statutes and our bylaws, we may indemnify our directors, officers, employees and agents and maintain liability insurance for those persons. Section 78.138 provides that a corporation may indemnify a person made a party to a proceeding because the person is or was a director against liability incurred in the proceeding if the person's conduct was in good faith. In the case of conduct in an official capacity with the corporation, the person may be indemnified if the person reasonably believed that such conduct was in the corporation's best interests. In all other cases, the corporation may indemnify the person if the person reasonably believed that such conduct was at least not opposed to the corporation's best interests. In the case of any criminal proceeding, the person may be indemnified if the person had no reasonable cause to believe the person's conduct was unlawful.

Our bylaws provide that no officer or director shall be personally liable to us or our stockholders for monetary damages except as provided pursuant to Nevada law; provided, however, that we are not required to indemnify any director or officer in connection with any proceeding initiated by such person unless (i) such indemnification is expressly required to be made by law; (ii) the proceeding was authorized by the board of directors of our company; (iii) such indemnification is provided by us, in our sole discretion, pursuant to the powers vested in our company under Nevada law; or (iv) such indemnification is required to be made pursuant to our bylaws. Our bylaws also provide that we will indemnify and hold harmless each person who serves at any time as a director or officer from and against any and all claims, judgments and liabilities to which such person shall become subject by reason of the fact that he is or was a director or officer, and shall reimburse such person for all legal and other expenses reasonably incurred by him or her in connection with any such claim or liability. The rights accruing to any person under our bylaws do not exclude any other right to which any such person may lawfully be entitled, and we may indemnify or reimburse such person in any proper case, even though not specifically provided for by the bylaws.

Insofar as indemnification for liabilities for damages arising under the Securities Act of 1933, as amended (the "Securities Act") may be permitted to our directors, officers, and controlling persons pursuant to the foregoing provision, or otherwise, we have been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable.

ITEM 15. RECENT SALES OF UNREGISTERED SECURITIES

The following information sets forth certain information with respect to all securities which we have sold during the past three years. We did not pay any commissions in connection with any of these sales.

On November 5, 2009, we issued to a company owned by Fraser Cottington, FE Business Consultants Ltd., stock options equivalent to 1.5% of the issued and outstanding shares 30 days after the company has successfully completed its listing and commences trading of its shares of common stock with a designated trading symbol. The stock options shall expire ten (10) years from the effective date and shall vest in incremental periods as reflected below (each, the "Vesting Date"). The exercise price at each Vesting Date shall be the thirty-day weighted average price of the company's shares of common stock prior to each of the respective Vesting Dates. The Vesting Date of the stock options is as follows: (i) 0.5% stock options shall vest 30 days from the Trading Date; (ii) 0.5% stock options shall vest 180 days from the Trading Date; and (iii) 0.5% Stock Options shall vest on the one year anniversary of the Trading Date.

On November 29, 2010, we completed a 5:1 forward stock split and increased our authorized share capital to 750,000,000 shares of common stock.

On October 25, 2010, we issued 500,000 shares of our common stock at a price of \$0.70 per share for total proceeds of \$70,000.

On June 7, 2010 [above says July 6], we entered into an Advisory Board Member Agreement (the "Skabara Agreement") with Professor Peter J. Skabara to serve as a non-executive member of our advisory board for a term of 12 months.

As compensation for his services Mr. Skabara was to be issued shares of commons stock equal to .5% of our outstanding shares at the time of the agreement. These shares have not yet been issued and we intend to issue these shares shortly. For his services of ten hours per month advising the board on technical viability and capabilities of a proposed battery design, managing the specifications and production of prototypes and providing technical assistance in answering investor questions, Mr. Skabara was to be paid a monthly retainer of 1,500 pounds.

On June 25, 2010, we entered into an Advisory Board Member Agreement (the "Bandaru Agreement") with Professor Prabhakar Bandaru who is a US citizen. Per the terms of the Bandaru Agreement, Professor Bandaru shall serve for a period of 12 months as an advisor to our company for technical issues with our battery products, and other advisory services as determined from time to time by the board of directors. As consideration for the Bandaru Agreement, Professor Bandaru will receive a one-time payment of 0.5% shares of our common stock and a monthly retainer fee of \$2,250.00. These shares have not yet been issued and we intend to issue them shortly.

On May 24, 2010, our company completed an approximately 3:1 forward stock split.

In a share exchange transaction that closed on May 3, 2010, we acquired all the issued and outstanding shares of Vendum Batteries Limited through the issuance of 8,500,023 shares of common stock.

On May 3, 2010, we agreed to convert a note payable of \$490,000 into 232,749,907 shares of our common stock.

These securities were issued pursuant to Section 4(2) of the Securities Act, Regulation S, and/or Rule 506 promulgated thereunder. The holders represented their intention to acquire the securities for investment only and not with a view towards distribution. The investors were given adequate information about us to make an informed investment decision. We did not engage in any general solicitation or advertising. We directed our transfer agent to issue the stock certificates with the appropriate restrictive legend affixed to the restricted stock.

In connection with the Investment Agreement with Centurion Private Equity, LLC ("Centurion"), we issued shares an aggregate of 1,220,156 shares of our common stock to Centurion. These securities were issued in reliance on Section 4(2) of the Securities Act. The issuance did not involve any general solicitation or advertising by us. Centurion acknowledged the existence of transfer restrictions applicable to the securities sold by us. Certificates representing the securities sold contain a legend stating the restrictions on transfer to which such securities are subject.

In July 2011, we issued 5,000,000 shares of our common stock to two advisors in accordance with the terms of agreements that we had entered into during the prior year. These securities were issued in reliance on Section 4(2) of the Securities Act. The issuance did not involve any general solicitation or advertising by us. Centurion acknowledged the existence of transfer restrictions applicable to the securities sold by us. Certificates representing the securities sold contain a legend stating the restrictions on transfer to which such securities are subject.

ITEM 16. EXHIBITS

Exhibit No.	Description
3.1	Articles of Incorporation (1)
3.2	Amendment to Articles of Incorporation dated as of May 18, 2010 (3)
3.3	Certificate of Change dated as of May 18, 2010 (3)
3.4	Certificate of Amendment effective July 20, 2010 (6)
3.5	Certificate of Change dated as of November 19, 2010 (8)
3.6	By-laws (1)
5.1	Opinion of Gracin & Marlow, LLP (*)
10.1	Shares Exchange Agreement (2)
10.2	Agreement of Conveyance, Transfer and Assignment of Assets and Assumption of Obligations (2)
10.3	Debt Conversion Agreement for Murrayfield Limited (2)
10.4	Debt Conversion Agreement for Cornerstone Holdings, Ltd. (2)
10.5	12% Convertible Promissory Note dated May 8, 2010 (3)
10.6	Advisory Board Member Agreement with Peter J. Skabara (4)
10.7	12% Convertible Promissory Note dated May 18, 2010(5)
10.8	12% Convertible Promissory Note dated July 26, 2010 (7)
10.9	Form of Securities Purchase Agreement (9)
10.10	Form of Convertible Promissory Note (9)
10.11	Securities Purchase Agreement with Asher Enterprises, Inc. (10)
10.12	Convertible Promissory Note payable to Asher Enterprises, Inc. (10)
10.13	Investment Agreement dated as of June 3, 2011 between the Company and Centurion Private Equity, LLC (11)
10.14	Registration Rights Agreement dated as of June 3, 2011 between the Company and Centurion Private Equity, LLC (11)
10.15	Advisory Board Member Agreement with Professor Prabhakar Bandaru (*)
10.16	Consulting Agreement with FE Business Consultants Ltd. (*)
10.17	5% Promissory Note(*)
23.1	Consent of Silberstein & Ungar, PLLC (*)
23.2	Consent of Gracin & Marlow, LLP (included in exhibit 5.1)

-
- (1) Incorporated by reference to the Registration Statement on Form S-1 filed on February 12, 2008.
 - (2) Incorporated by reference to the Current Report on Form 8-K filed on May 4, 2010.
 - (3) Incorporated by reference to the Current Report on Form 8-K filed on May 21, 2010.
 - (4) Incorporated by reference to the Current Report on Form 8-K filed on June 24, 2010.
 - (5) Incorporated by reference to the Current Report on Form 8-K filed on July 12, 2010.
 - (6) Incorporated by reference to the Current Report on Form 8-K filed on July 22, 2010.
 - (7) Incorporated by reference to the Current Report on Form 8-K filed on August 2, 2010.
 - (8) Incorporated by reference to the Current Report on Form 8-K filed on November 22, 2010.
 - (9) Incorporated by reference to the Current Report on Form 8-K filed on March 25, 2011.
 - (10) Incorporated by reference to the Current Report on Form 8-K filed on May 5, 2011.
 - (11) Incorporated by reference to the Current Report on Form 8-K filed on June 8, 2011.
 - (*) Filed herewith.

ITEM 28. UNDERTAKINGS

A. Rule 415 Offering

We will:

(1) File, during any period in which we offer or sell securities, a post-effective amendment to this registration statement to:

(i) Include any prospectus required by Section 10(a)(3) of the Securities Act.

(ii) Reflect in the prospectus any facts or events which, individually or together, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement.

(iii) Include any additional or changed information on the plan of distribution.

(2) For determining liability under the Securities Act, treat each post-effective amendment as a new registration statement of the securities offered, and the offering of the securities at that time shall be the initial bona fide offering.

(3) File a post effective amendment to remove from registration any of the securities that remain unsold at the end of the offering.

(4) For determining liability of the undersigned small business issuer under the Securities Act to any purchaser in the initial distribution of the securities, the Company undertake that in a primary offering of the Company's securities pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned small business issuer will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

(i) Any preliminary prospectus or prospectus of the undersigned small business issuer relating to the offering required to be filed pursuant to Rule 424 (§230.424 of this chapter);

(ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned small business issuer or used or referred to by the undersigned small business issuer;

(iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned small business issuer or its securities provided by or on behalf of the undersigned small business issuer; and

(iv) Any other communication that is an offer in the offering made by the undersigned small business issuer to the purchaser.

B. Request for Acceleration of Effective Date

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Company pursuant to the foregoing provisions, or otherwise, the Company has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Company of expenses incurred or paid by a director, officer or controlling person of the Company in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Company will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

In accordance with the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements of filing on Form S-1 and authorized this registration statement to be signed on its behalf by the undersigned, in Wheat Ridge, Colorado, on July 22, 2011.

VENDUM BATTERIES, INC.

By: /s/ Fraser Cottington
Fraser Cottington, Chief Executive
Officer,
President, Chief Financial Officer and
Chairman

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Fraser Cottington</u> Fraser Cottington	Chairman, President, Chief Executive Officer and Chief Financial Officer (Principal Executive Officer and Principal Accounting Officer)	July 22, 2011

Exhibit 5.1

GRACIN & MARLOW, LLP.
The Chrysler Building
405 Lexington Avenue, 26 th Floor
New York, New York 10174
Tel: (212) 907-6457

July 22, 2011

The Board of Directors
Vendum Batteries, Inc.
400 Thames Valley Park Drive
Reading, Berkshire, England RG6 1PT

Re: *Registration Statement on Form S-1*

Gentlemen:

At your request, we have examined the Registration Statement on Form S-1 (the "Registration Statement") to which this letter is attached as Exhibit 5.1 filed by Vendum Batteries, Inc., a Nevada corporation (the "Company"), that is intended to register under the Securities Act of 1933, as amended (the "Securities Act"), 80,000,000 shares of the Company's common stock (the "Shares").

We have examined originals or certified copies of such corporate records of the Company and other certificates and documents of officials of the Company, public officials and others as we have deemed appropriate for purposes of this letter. We have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to authentic original documents of all copies submitted to us as conformed and certified or reproduced copies.

Based on the foregoing, we are of the opinion that under Nevada law that the Shares have been duly authorized and are validly issued, fully paid and non-assessable.

We consent to the use of this opinion as an Exhibit to the Registration Statement and to the use of our name in the prospectus constituting a part thereof.

Very truly yours,

/s/ Gracin & Marlow, LLP
Gracin & Marlow, LLP

Exhibit 10.15

**Vendum Batteries Inc,
Accounting Worx Suite, 400 Thames Valley Park Drive, Reading RG6 1PT**

25/06/2010

Private & Confidential.

Professor Prabhakar Bandaru : C/O Department of Mechanical and Aerospace Engineering (MAE) University of California. San Diego, 9500 Gilman Drive, La Jolla. CA 92093-0411

Dr. Prabhakar,

I am pleased to confirm the terms of your appointment as a non - executive member of the Advisory Board of the Company

1. This letter records the terms on which you are to serve as a non-executive member of the Advisory Board of the Company from 25/06/2010.
 2. Your appointment on the terms set out in this letter, is for an initial period of 12 months from 25/06/2010, although either party may give the other three months' notice in writing to terminate your appointment at any time.
 3. You will return all property of the Company in your possession on the expiry or termination of this appointment
 4. You will be entitled to payment for your services as a non-executive member of the Advisory Board of a fee to be agreed with the consultancy company providing your services under a separate agreement, such fee to accrue from day to day and to be payable monthly in arrears subject to the deduction of tax and national insurance contributions as appropriate. You accept that such separate agreement and fee shall commence once the Company has been funded from its proposed initial round of fund raising, with the level of fee and commitment to be negotiated in good faith at that time. You will be entitled to participate in any share option arrangements, which the Company puts in place. As initial consideration for your non-executive services hereunder, the Company shall procure that you receive a number of shares (to be confirmed when shares are issued) in the Company (i.e. 0.5% of the current issued share capital).
 5. Remuneration will be paid in the form of a monthly retainer fee (the "Base Salary") which shall be at a rate of one thousand five hundred pounds (\$2,250) per month and shall be paid on receipt of an invoice from you in accordance with the Corporation's regular payroll practices in effect from time to time, but not less frequently than in monthly instalments. The 'base salary' will be paid for 10 hours of your time per month. In addition to the 'base salary' you will be paid at a rate of one hundred dollars (\$100.00) per hour for any work undertaken for Vendum Batteries Inc.
 6. Roles and responsibilities will include advising the board on technical viability and capabilities of proposed battery design(s), managing the specifications and production of prototypes, providing technical assistance in answering investor conference calls and discussions and establishing objectives for technical milestones, timetables and any relevant R&D considerations for creating commercially viable battery production capabilities.
 7. In the event that you are called on or requested to perform any special duties or responsibilities outside your ordinary duties as member of the Advisory Board, the Board may agree to pay you special remuneration.
 8. In addition, you will be entitled to be repaid all travel, accommodation, and other reasonable expenses (including without limitation mobile telephone expenses) properly incurred in connection with your duties as non-executive member of the Advisory Board.
 9. As a non-executive member of the Advisory Board you will perform the duties normally attendant on that office, including (without limitation) attending Advisory Board meetings, which are normally held quarterly. on such dates as will be notified to you. Non-executive members of the Advisory Board are expected to work with and through the Advisory Board: they are not expected to undertake executive duties or to assume executive responsibilities,
-

10. During the term of your appointment you may not (except with the prior sanction of a resolution of the Board) be directly or indirectly employed, engaged, concerned or interested in, or hold any office in, any business or undertaking which competes directly in the same country with any of the businesses of the Company (or Group) or is a significant customer or supplier of any such businesses. For the purposes of this letter "Company" or 'Group' shall mean the Company and any subsidiary or subsidiary undertaking (such terms having the respective meanings assigned thereto by sections 736 and 258 of the Companies Act 1985, as amended) of it as exists from time to time. However, this shall not prohibit you from holding (directly or through nominees) investments listed or admitted to trading on the Official List of the United Kingdom Listing Authority ("UKLA") or in the AiM Market of the London Stock Exchange Plc ("AIM") or on any other recognised investment exchange so long as you do not hold more than 5 per cent of the issued shares or other securities of any class of any one company without the prior sanction of a resolution of the Board.
11. Both during the term of your appointment and after its termination you will observe the obligations of confidentiality, which are attendant on the office of member of the Advisory Board.
12. Nothing in this letter is deemed to make you an employess of the Company.
13. This agreement may be executed in two or more counterparts and the counterparts shall together constitute one agreement provided that each party has executed one or more counterparts..

Kindly confirm your agreement to the terms set out above by signing the endorsement on the enclosed copy of this letter and returning the copy to me at the above address.

Yours sincerely

/s/ Fraser Cottington

Fraser Cottington
CEO

Dated

For and on behalf of Vendum Batteries, Inc.

I accept my appointment as a non-executive member of the Advisory Board of the Company on the terms set out above

/s/ Prabhakar Bandaru

Prabhakar Bandaru

Dated 06/24/2010
(June 24, 2010)

THIS CONSULTANCY AGREEMENT

THIS CONSULTANCY AGREEMENT (the "Agreement") is deemed made, entered into and effective this 5th day of November, 2009 (the "EffectiveDate").

Between: Vendum Batteries Ltd, with its principal business address at Accounting Worx Suite, 400 Thames Valley park Drive, Reading, RG6 IPT, England (the "Company").

And: FE Business Consultants Ltd, with its principal business address at Accounting Worx Suite, 400 Thames Valley park Drive, Reading, RG6 IPT, England. (the "Consultant").

- A. The Company is a company incorporated under the laws of England & Wales.
- B. The Company is involved in the principal business of brokering licence agreements with traditional battery manufacturers and development of OEM's with portable electronics manufacturers to further develop paper battery & carbon nanotube technology (CNT). (collectively, the "Business");
- C. The Consultant is a consultancy with business development services across IT, communications, information security, data protection compliance and information risk management and desires to provide professional consulting services to the Company;
- D. The Company desires to retain the Consultant on a consultancy basis, and the Consultant desires to accept such positions, in order to provide such related services to the Company (collectively, the "General Services");
- E. It is the intention of the Company and the Consultant (at times referred to herein as "Parties") hereby to record all such agreements and understandings between them relating to the terms and conditions of the General Services;
- F. The Parties hereto have agreed to enter into this Agreement which replaces, in its entirety, all such prior discussions, negotiations, understandings and agreements, and, furthermore, which necessarily clarifies their respective duties and obligations with respect to the General Services to be provided hereunder, all in accordance with the terms and conditions of this Agreement;
- G. The Parties do not wish this Agreement to be an employment agreement and intend to maintain a Consultant relationship whereby the Consultant will continue to provide the General Services hereunder. The Consultant shall allocate, in its discretion, the amount of time appropriate to providing General Services to the Company and the manner of the provision of any part of the General Services. The Consultant may choose the location from which the Consultant's General Services are rendered, select the times during which such General Services are rendered, and the optimal form of communication through which to deliver or provide such General Services. Provided however, all decisions of the Consultant in rendering the General Services must be made in good faith, in the best mutual interests of the Consultant and the Company, and carried out in a manner that is generally consistent with accepted industry standards for the provision of such General Services.
- H. This Agreement when duly signed and accepted by the Consultant; will define the duties, responsibilities and obligations of the Consultant; set forth and provide the consideration, expense reimbursements and any other consideration offered or provided to the Consultant hereunder.

NOW THEREFORE, in consideration of the recited ongoing relationship of the Parties and the promises, covenants, assurances, agreements and financial compensation provided by and between the Parties all of which is mutually acknowledged as good and sufficient consideration, by and between the Parties hereto, and the Company and the Consultant hereby promise, covenant and agree as follows:

1. Fees and Stock Options

- 1.1 The Company shall pay fees (the "Consultancy Fees") to the Consultant at an hourly rate agreed to by and between the Parties and based on a periodic budget that will be established by the Company from time-to-time, payable no later than 7 days after the date of invoice received from the Consultant.
- 1.2 The Company shall grant stock options equivalent to 1.5% of the issued and outstanding shares 30 days after the company has successfully completed its listing and commences trading of its shares of common stock with a designated trading symbol (the "Trading Date"). The Stock Options shall expire ten (10) years from the Effective Date and shall vest in incremental periods as reflected below (each, herein after the "Vesting Date"). The exercise price at each Vesting Date shall be the thirty-day weighted average price of the Company's shares of common stock prior to each of the respective Vesting Date. The Vesting Date of the Stock Options is as follows: (i) 0.5% Stock Options shall vest on the 30 days after the Trading Date; (ii) 0.5% Stock Options shall vest 180 days from the Trading Date; (iii) 0.5% Stock Options shall vest at the one year anniversary date of the Trading Date (the "First Trading Anniversary Date").
- 1.3 The terms and conditions for payment of monthly Consultancy Fees, expense allowances, reimbursement for the cost of providing the General Services, grant of Stock Options, and other similar matters relating to financial consideration payable to the Consultant hereunder are only binding on the Parties and form part of this Agreement when reduced to writing, signed by the Parties or their respective authorized signatories, and provided in the body of this Agreement.
- 1.4 The compensation provided for herein will be inclusive of any fees otherwise payable to the Consultant for serving as a director of the Company or any subsidiary of the Company at the request of the Company during the currency of this Agreement.

2. Expenses.

- 2.1 The Company shall reimburse the Consultant the full amount for all expenses reasonably incurred by the Consultant in the proper performance of the General Services, where such expenses are pre-approved under this Agreement by the Company's Board of Directors (the "Board") or the controller of the Company at any specified rate or amount, or upon the Consultant providing such receipts or other evidence as the Company may reasonably require.

3. Notice of Termination and Termination of the Agreement

- 3.1 Any Party can terminate this Agreement upon sixty (60) days written notice (herein called "Notice of Termination") to the other Party. If the Company terminates the Agreement prior to the Termination Date for any reason other than the Consultant's gross negligence, all unvested Stock Options shall vest and become immediately exercisable for a period of sixty (60) days and the Company shall pay the Consultant an amount equal to two (2) months of Consultancy Fees within thirty (30) days of written Notice of Termination.
- 3.2 In the event that the Company terminates this Agreement for any reason without providing the required Notice of Termination, then the Company shall pay the Consultant the amount of the Consultancy Fees as required monthly up and to the Termination Date (as defined below).

- 3.3 The Consultant is required to provide Notice of Termination herein to the Company and its failure to do so will entitle the Company to only pay the Consultancy Fees on a prorated basis up to the date of the Notice of Termination by the Consultant without notice.
- 3.4 All expenses and other reimbursable cost payable to the Consultant hereunder are payable to the date of effective Notice of Termination as provided hereunder.
4. Term of Agreement
- 4.1 Unless otherwise agreed to in writing by the Parties, this Agreement will commence on the Effective Date and continue on for a 2 (two) year period at which date it shall terminate (herein called the "Termination Date").
5. General Services
- 5.1 During the continuance of this Agreement the Company hereby agrees to appoint and to retain the Consultant, through its appointed representative, as a Director and as the Chief Executive Officer of the Company, respectively. The Consultant hereby agrees to be subject to the direction and supervision of, and to have such authority as is delegated to the Consultant by the Board of Directors of the Company (the "Board"), consistent with such positions. The Consultant also agrees to accept such positions in order to carry out the duties of a Director and to provide such related services, associated with the positions of Chief Executive Officer, as the Board may, from time to time, reasonably assign to the Consultant and as may be necessary for the ongoing maintenance and development of the Company's various Business interests during the continuance of this Agreement (herein collectively described as the "General Services").
- 5.2 It being expressly acknowledged and agreed by the Parties that the Consultant will commit to and provide to the Company the General Services on the basis set forth herein. In this regard it is hereby acknowledged and agreed that the Consultant, as Chief Executive Officer, shall have direct responsibility to the Audit Committee and the Board of Directors as a whole.
- 5.3 Without in any manner limiting the generality of the General Services to be provided as set forth in Section 5.1 and 5.2 herein, it is hereby also acknowledged and agreed that Consultant will, during the continuance of this Agreement, devote a reasonable amount of professional and business effort, energy and enterprise, to the General Services to fulfill its obligations as set out hereunder.
6. Confidentiality, Non-Disclosure, Non-Competition and Non-Circumvention.
- 6.1 The Consultant hereby covenants, promises and agrees that he will be provided with confidential, proprietary and valuable information by the Company about its clients, properties, prospects and financial circumstances from time to time during the currency of this Agreement, in order to permit the Consultant to properly, effectively and efficiently carry out its tasks, duties and activities hereunder. However, by providing such disclosure of Confidential Information to the Consultant, the Company relies on the Consultant to hold such information as confidential and only disclose the same to those parties, whether directors, officers, employees, agents, representatives or clients and contacts of the Consultant "who need to know", in order that the Consultant can carry out the objects of this Agreement as provided for herein and as communicated as between the Company and the Consultant during the currency of this Agreement. Due to the nature of the relationship of the Consultant to the Company no more precise limitations can be placed on the Consultant's use and disclosure of Confidential Information received from the Company pursuant hereto than as described herein.

6.2 The general nature of the Agreement between the Parties is that the Consultant is acting as an Consultant and consultant to the Company,whereby the Consultant will act on the Company's behalf in the promotion of the Company's interests and by way of introductions, consulting to and advising of the Company on matters related to the Business.With the broad mandate and scope of this relationship the Company must rely on the fiduciary duty of good faith that the Consultant owes the Company as provided under this Agreement and as a Director and Officer of the Company,when the Company is making disclosure to the Consultant of Confidential Infonation about Business opportunities and competitive advantages which the Company has cultivated and developed.All Confidential Information disclosed to the Consultant is disclosed on the strict condition that the Consultant, will not now or at any future time, use such Confidential Information received from the Company hereunder in any manner inconsistent with the best interests of the Company,except with the express written permission of the Company. The result of these terms and conditions of disclosure of Confidential Information to the Consultant by the Company is that the Consultant will:

(a) Only disclose such Confidential Information on a "need to know" basis, but it will be up to the Consultant's reasonable discretion in acting on behalf of and in the best interests of the Company to determine what group or groups "need to know" about such information pursuant to the nature and scope of this Agreement;

(b) The disclosure of Confidential Information from the Company to the Consultant Further to the intents and purposes of this Agreement will prohibit the Consultant from directly or indirectly using the Confidential Information in a manner that is in conflict with or contrary to the best interests of the Company,except with the Company's written consent;

(c) The Consultant will not use Confidential Information in a manner that in the view of the Company would constitute a direct or indirect use for a purpose, which is in competition with the best interests of the Company or would be a circumvention of the Company's right or interest in a particular Business opportunity.

(d) The meaning of Confidential Information (herein called "Confidential Information")will include any information disclosed by the Company that is declared by the Company either verbally or in writing,depending on the means of communication of such Confidential Information by the Company to the Consultant.

(e) The restrictions on disclosure of Confidential Information do not apply to any of the following circumstances:

- (i) The Informatin forming part of the public domain, which became such through no disclosure or breach of this Agreement on the Consultant's behalf;
- (ii) Information which the Consultant can independently prove was received from a Third Party, which was legally entitled to disclose such information;
- (iii) Information which the Consultant is legally obligated to disclose in compliance with any applicable law, statute, regulation, order, ruling or directive of an official, tribunal or agency which is binding on the Consultant, provided that the Consultant must also provide the Company with notice of such disclosure at or before releasing or disclosing the Confidential Information to such official, tribunal or agency so that the Company is afforded an opportunity to file a written objection to such disclosure with such official, tribunal or agency_

- 6.3 The Consultant understands, acknowledges and agrees that the covenants to keep the Confidential Information confidential and not disclose it to Third Parties, except in conformity with this Agreement, is necessary to protect the proprietary interests of Company in such Confidential Information and a breach of these covenants would cause significant loss to the Company in regard to its competitive advantage, market opportunities and financial investment associated with protection of its Confidential Information.
- 6.4 The Consultant further understands,acknowledges and agrees that a breach of these covenants of confidentiality,non-disclosure,non-competition and non-circumvention under this Section 6 (in combination the "Covenants of Confidentiality,Non-Circumvention and Non Disclosure"),will likely cause such irreparable harm to the Company that damages alone would be an inadequate remedy and the Consultant consent and agree such equitable remedies including injunctive relief against any further breach which are reasonably justified in addition to any claim for damages based on a breach of these Covenants of Confidentiality,Non-Circumvention and Non Disclosure.
- 6.5 The Parties mutually acknowledge,confirm and agree that the Covenants of Confidentiality,NonCircumvention and Non-Disclosure will survive Termination of this Agreement and will continue to bind the Consultant to protect the Company's interest in such Confidential Information disclosed pursuant hereto.

7 Change of Control

- 7.1 Where a Change of Control occurs prior to the Termination of this Agreement,then the Consultant will be entitled at any time within one (1) month of the occurrence of the Change of Control, to terminate this Agreement by giving thirty (30) days notice in writing of their intention to terminate the Agreement.In the event that the Consultant terminates the Agreement,then the Company or the legal successor to the Company (where a Change of Control involves a merger, take-over,acquisition or similar arrangement accompanying the Change of Control, which actually or effectively results in the elimination of the Company as a separate or subsisting legal entity whereby it is replaced by the legal successor which will hereinafter be called the "Successor Company"),will be obligated to pay a termination bonus (the "Termination Bonus") to the Consultant equal to one (1) month of Consultancy Fees in addition to all unpaid amounts due and owing to tHe Consultant by the Company at the time of such Termination.
- 7.2 Payment of the Termination Bonus to the Consultant pursuant to sub-section 7.1 will be made by the Company or the Successor Company within thirty (30) days of the date that the notice of termination was delivered by the terminating Party, and such Termination Bonus will only be payable where:

(a) the Consultant is not in breach of any of the terms and conditions of this Agreement such that the Company or the Successor Company,as the case may be, is legally entitled to terminate this Agreement pursuant hereto, and

(b) the Consultant delivers a duly executed copy of such signed release and waiver of claim as prepared by the Company or the Successor Company pursuant to the settlement that:such Termination Bonus together with all other outstanding monies duly owing to the Consultant will, upon payment pursuant to this sub-sections 7.2 and 7.3, constitute a full and final payment and consideration,in settlement of any and all outstanding claims or potential claims, that the Consultant has or may have against the Company or the Successor Company~ or their respective Board of Directors,Officers, successors or other assigns, arising out of or in relation to the Consultant relationship to the Company or the Successor Company under this Agreement.

7.3 Where the Change of Control triggers the obligation of the Company or the Successor Company to pay the Termination Bonus pursuant to 7.1 and 7.2 herein, the Consultant will have the right to exercise any Stock Options as granted under this Agreement or as may have been previously granted to the Consultant in his capacity as either an officer or director of the Company, for a period of sixty (60) days from the date of Termination (the "Post Termination Exercise Period"). Unless prohibited by law or the constitution of the Company or the Successor Company, where any of the Consultant's Stock Options would not have otherwise vested and thereby be exercisable by the Consultant before the expiry of the Post Termination Exercise Period, the Company will elect to do either one of the following, (on the advice of its corporate and securities attorney):

(a) extend the Post Termination Exercise Period; or

(b) collapse the length of the Stock Option vesting period, so that the Consultant's total issued stock options in the Company securities (if any) can be legally exercised by them within the post Termination Exercise Period, where the Consultant so chooses to exercise such of the Company's stock options as are in their possession at the time of Termination.

8 Indemnification

8.1 The Company agrees to indemnify, defend and hold harmless the Consultant for any and all acts and omissions that are not due to the Consultant's gross negligence or gross misconduct. Further the Company will use its best efforts to obtain as soon as practical and maintain at all times the appropriate directors and officers insurance policy while the Consultant provides such services for the Company.

9 Governing Law and Jurisdiction

9.1 This Agreement shall be governed by and interpreted in accordance with the laws of England, without giving effect to the principles of conflicts of law thereof.

9.2 Unless otherwise mutually agreed to in writing by the Parties, any action, proceeding or arbitration in regard to a dispute or direction relating to the subject matter of this Agreement will be solely within the jurisdiction of the appropriate court, tribunal or arbitrator of competent jurisdiction within England.

10 Notice

10.1 All notices to be given with respect to this Agreement, unless otherwise provided for, shall be given to the Parties at the respective addresses, fax numbers and email addresses shown below or otherwise communicated by the Parties to each other for such notice and service matters during the currency of this Agreement.

10.2 All notices, requests, demands or other communications made by a Party will be deemed to have been duly delivered: (i) on the date of personal delivery utilizing a process server, courier or other means of physical delivery to the intended recipient ("Personal Service"); or (ii) on the date of facsimile transmission (the "Fax") on proof of receipt of the Fax; or (iii) on the date of electronic mail (the "email") with verifiable proof of receipt of such email; or (iv) on the seventh (7th) day after mailing by registered mail with postage prepaid ("Registered Mail"), to the Party's address, Fax number, email address set out in this Agreement or such other addresses Fax numbers or email address as the Parties or their Representatives may have from time to time during the currency of this Agreement or thereafter and communicated to the other Parties for the purposes of this Agreement.

To: Vendum Batteries Ltd

Accounting Worx Suite, 400 Thames Valley park Drive, Reading, RG6 IPT.
+44 118 961 9959
f.cottington@vendumbatteries.com

To: FE Business Consultants Ltd

Accounting Worx Suite, 400 Thames Valley park Drive, Reading, RG6 IPT.
+44 118 961 9959

11 Entire Agreement

11.1 This Agreement constitutes the entire agreement between the Parties with respect to the subject matter hereof and replaces, restates in full and supersedes all other prior agreements and understandings, both written and oral.

12 Assignments

12.1 The Parties agree that neither will assign this Agreement without prior written consent of the other Party.

13 Inurement

13.1 This Agreement shall be binding upon and inure to the benefit of the parties and their respective successors and authorized assigns. Any attempt by either party to assign any rights, duties or obligations that may arise under this Agreement without the prior written consent of the other party shall be void.

14 Entire Agreement and Severance

14.1 This document contains the entire agreement between the Parties with respect to the subject matter hereof, and neither Party is relying on any agreement, representation, warranty, or other understanding not expressly stated herein.

14.2 In the event that any provision of this Agreement will be held to be invalid, illegal or unenforceable in any circumstances, the remaining provisions will nevertheless remain in full force and effect and will be construed as if the unenforceable portion or portions were deleted.

15 Force Majeure

15.1 A party shall not be deemed in default of its obligations under this Agreement when such performance is prevented by a cause beyond the reasonable control of such party, including without limitation, an Act of God, natural disaster, modification or variation of any provision hereof imposed or required by the Ministry of Health and Welfare or similar governmental agency having jurisdiction.

15.2 Upon the occurrence of an event of force majeure, the party affected shall promptly notify the other in writing setting forth the details of the occurrence, its expected duration and how that party's performance may be affected. The affected party shall resume the performance of its obligations as soon as practicable after the force majeure event ceases.

16 Time is of the Essence

16.1 Time is of the essence in this Contract. A waiver of the strict performance requirements hereunder in one instance will not constitute a waiver for any other instance where time for performance is specified herein.

17 Counterparts and Execution Electronically

17.1 Where the Parties hereto or their authorized signatories have signed, sealed and duly executed this Agreement effective the date above shown whether as a whole document in original form or in several counterparts; each such counterpart shall be considered as an original and in combination comprises the formal execution hereof. The Parties acknowledge and consent to the execution of this Agreement and all related documents and notices pursuant thereto by electronically scanned signatures or facsimile transmission, either of which will constitute good and sufficient execution, service and notice for all intents and purposes hereunder and will be deemed to be as effective as if an originally "signed-in-hand" physical document was used instead.

THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK

IN WITNESS WHEREOF this Agreement is hereby signed, sealed and duly executed by the Parties or their duly authorized signatories on the Effective Date first above written.

SIGNED, SEALED AND DELIVERD by)
Company Name and in the presence of)
)
/s/ C. Emma Haile)
Signature of the Witness)
)
18 Dunbar Drive, Reading RG5 4HA)
Address of Witness)
)
C. Emma Haile IT System Analyst)
Name and Occupation of Witness)

/s/ Fraser Cottington
Fraser Cottington

SIGNED, SEALED AND DELIVERD by)
Consultant Name and in the presence of)
)
/s/ C. Emirose Manzala-Cottington)
Signature of the Witness)
)
33 Dunbar Drive, Woodley, Reading RG5-4HA)
Address of Witness)
)
Emirose Manzala Cottington P.A)
Name and Occupation of Witness)

/s/ Fraser Cottington
Fraser Cottington



Principal Amount: \$7,000.00

PROMISSORY NOTE

FOR VALUE RECEIVED, the undersigned, Vendum Batteries, Inc., a Nevada corporation (or its successor or assigns) promises to pay to the order of \$7,000.00 to LAURAG ASSOCIATES S.A, an organisation, at Trident Chambers, Road Town, P.O. Box 146, Tortola, BVI, by the holder of this Note, the principal sum of \$7,000.00 in U.S. currency.

The entire amount of principal with five percent (5%) interest per annum shall become due and payable on 30th April 2011.

This Note is unsecured. The undersigned and its successors and assigns, hereby waives presentment and demand for payment, diligence, notice of dishonor, protest and notice of protest of this Note, and any defense by reason of an extension of time for payment or other indulgence. Failure of the holder to assert any right herein shall not be deemed to be a waiver thereof.

Signed this 31st day of March, 2011.

Vendum Batteries , Inc.

Signature: /s/ Fraser Cottington

By: Fraser Cottington

Its: Chief Executive Officer

LAURAG ASSOCIATES S.A.

Signature: _____

Title: _____

Exhibit 23.1

Silberstein Ungar, PLLC CPAs and Business Advisors

Phone (248) 203-0080
Fax (248) 281-0940
30600 Telegraph Road, Suite 2175
Bingham Farms, MI 48025-4586
www.sucpas.com

July 22, 2011

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors
Vendum Batteries, Inc.
Reading, Berkshire, England

To Whom It May Concern:

Silberstein Ungar, PLLC hereby consents to the use in the Form S-1, Registration Statement Under the Securities Exchange Act of 1933, filed by Vendum Batteries, Inc. of our report dated March 30, 2011, relating to the consolidated financial statements of Vendum Batteries, Inc., a Nevada Corporation, as of and for the years ending December 31, 2010 and 2009 and for the period from November 16, 2009 (inception) to December 31, 2010.

Sincerely,

/s/ Silberstein Ungar, PLLC

Silberstein Ungar, PLLC

Bingham Farms, MI