

ANTHONY L.G., PLLC

LAURA ANTHONY, ESQ
GEOFFREY ASHBURNE, ESQ*
JOHN CACOMANOLIS, ESQ**
CHAD FRIEND, ESQ, LLM
SVETLANA ROVENSKAYA, ESQ***

WWW.ANTHONYPLLC.COM
WWW.SECURITIESLAWBLOG.COM
WWW.LAWCAST.COM

OF COUNSEL:
MICHAEL R. GEROE, ESQ, CIPP/US****
CRAIG D. LINDER, ESQ*****
PETER P. LINDLEY, ESQ, CPA, MBA
STUART REED, ESQ
MARC S. WOOLF, ESQ

DIRECT E-MAIL: MWOOLF@ANTHONYPLLC.COM

*licensed in CA
**licensed in FL and NY
***licensed in NY and NJ
****licensed in CA, DC, MO and NY
*****licensed in CA, FL and NY
*****licensed in FL and NY

December 31, 2020

OTC Markets Group Inc.
304 Hudson Street, Second Floor
New York, New York 10013

Re: BioStem Technologies, Inc.
Attorney Letter for Disclosure Statements pursuant to Pink Basic Disclosure Guidelines

Ladies and Gentlemen:

This law firm (“**Counsel**”) has acted as securities counsel for BioStem Technologies, Inc. (the “**Issuer**”) and has been asked to render this attorney letter (“**Letter**”) to OTC Markets Group, Inc. (“**OTC Markets**”) as to the Issuer’s compliance with the Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines. OTC Markets is entitled to rely on the Letter in determining whether the Issuer has made adequate current information publicly available within the meaning of Rule 144(c)(2) under the Securities Act of 1933 (the “**Securities Act**”).

Counsel: (i) is a resident of the United States, (ii) resides in the State of Florida, (iii) is admitted to practice law in the State of Florida, (iv) is permitted to practice before the Securities and Exchange Commission (the “**SEC**”) and has not been prohibited from practice thereunder, (v) does not beneficially own any securities of the Issuer, (vi) has not received, and does not have an agreement to receive in the future, shares of the Issuer’s securities, in payment for services, and (vii) is not now, nor in the past five years, been: (a) the subject of an investigation, hearing, or proceeding by the SEC, the U.S. Commodity Futures Trading Commission (CFTC), the Financial Industry Regulatory Authority (FINRA), or any other federal, state, or foreign regulatory agency; (b) suspended or barred from practicing in any state or jurisdiction, or (c) charged in a civil or criminal case.

Counsel has examined such corporate records and other documents and such questions of law as it considered necessary or appropriate for purposes of rendering this Letter. In connection with the preparation of this Letter, Counsel has reviewed the following specific documents concerning the Issuer and its securities (the “**Information**”), which Information is publicly available through the OTC Disclosure & News Service.

PUBLISH DATE	TITLE	PERIOD END DATE
12/24/2020	Quarterly Report - Disclosure Statement Q3 2020	09/30/2020
12/24/2020	Quarterly Report - Financial Footnotes Q3 2020	09/30/2020
12/24/2020	Quarterly Report - Financials Q3 2020	09/30/2020
12/24/2020	Quarterly Report - Disclosure Statement Q2 2020	06/30/2020
12/24/2020	Quarterly Report - Financial Footnotes Q2 2020	06/30/2020
12/24/2020	Quarterly Report - Financials Q2 2020	06/30/2020
12/24/2020	Quarterly Report - Disclosure Statement Q1 - 2020	03/31/2020
12/24/2020	Quarterly Report - Financial Footnotes Q1 - 2020	03/31/2020
12/24/2020	Quarterly Report - Financials Q1 2020	03/31/2020
11/17/2020	Annual Report - 2019 Annual Financial Statement Footnotes	12/31/2019
11/17/2020	Annual Report - Annual Report - 2019 Annual Financials	12/31/2019
11/17/2020	Annual Report - Annual Report - 2019 Annual Disclosure Statement	12/31/2019
11/20/2018	Quarterly Report - Quarterly Disclosure Statement Q3 - 2018	09/30/2018
11/16/2018	Quarterly Report - Financials Q3 2018	09/30/2018
11/16/2018	Quarterly Report - Financial Footnotes Q3 - 2018	09/30/2018
08/17/2018	Annual Report - Annual Report - BioStem Technologies 2016 & 2017 Audited Consolidated Financial Statements	12/31/2017
08/17/2018	Quarterly Report - Quarterly Disclosure Statement Q2 - 2018	06/30/2018
08/15/2018	Quarterly Report - Quarterly Financial Footnotes Q2 - 2018	06/30/2018
08/15/2018	Quarterly Report - Quarterly Financials Q2 2018	06/30/2018
05/30/2018	Quarterly Report - Quarterly Financials Q1 2018	03/31/2018
05/30/2018	Quarterly Report - Quarterly Financial Footnotes Q1 - 2018	03/31/2018
05/30/2018	Quarterly Report - Quarterly Disclosure Statement Q1 - 2018	03/31/2018

PUBLISH DATE	TITLE	PERIOD END DATE
05/16/2018	Notification of Late Filing - BioStem Technologies Announces Delay in filing Q1 Financials	03/31/2018

The Information: (i) constitutes “adequate current public information” concerning the Issuer and the shares of common stock of the Issuer (the “**Securities**”) and is “available” within the meaning of Rule 144(c)(2) under the Securities Act; (ii) includes all of the information that a broker-dealer would be required to obtain from the Issuer to publish a quotation for the Securities under Rule 15c2-11 of the Securities Exchange Act of 1934 (the “**Exchange Act**”), (iii) complies as to form with the OTC Markets Group’s Pink Basic Disclosure Guidelines, which are located on the Internet at www.otcm Markets.com; and (iv) has been posted through the OTC Disclosure & News Service.

Mirtha Fonte-Okunski (“**Okunski**”), the Issuer’s Controller, is responsible for the preparation of the financial statements contained in the Information (the “**Financial Statements**”). The Financial Statement are not audited. Okunski received in 1992 a Bachelor of Accounting from Florida International University and passed the CPA exam in 1995. Okunski’s long career includes many years of finance and accounting in both the public and private sectors.

The Issuer’s transfer agent (the “**Transfer Agent**”) is VStock Transfer LLC, 18 Lafayette Place Woodmere, NY 11598. The Transfer Agent is registered with the SEC. The method used by us to confirm the number of outstanding shares was a review of the Issuer’s public filings.

Counsel has: (i) met, via email, with: (i) Jason Matuszewski, CEO and chairman of the board of the Issuer and (ii) Andrew VanVurst, COO and director of the Issuer (collectively, “**Management**”), (ii) reviewed the Information and (iii) addressed the Information with Management and has received written certification from Management that they have reviewed the Information and agree with its contents.

As to matters of fact, Counsel has relied on information obtained from public officials, officers of the Issuer and other sources. Counsel has no reason to believe that such information or sources are not reliable.

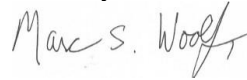
To the best knowledge of Counsel, after inquiry of management and the directors of the Issuer, neither the Issuer nor any 5% shareholder of the Issuer nor Counsel is currently under investigation by any federal or state regulatory authority for any violations of federal or state securities laws.

The Issuer is not now a “shell company” as defined in Rule 405 of the Securities Act and section 12b-2 of the Exchange Act but may have been so in the past. The Issuer was incorporated in March 1999 and has gone through many structural changes, so it is overly burdensome to make a shell analysis going back to 1999.

We are opining herein as to the United States federal securities laws, and we express no opinion with respect to the applicability thereto, or the effect thereon, of the laws of any other jurisdiction or as to any matters of municipal law or the laws of any local agencies within any state. In addition, the opinions expressed in this Letter are given as of the date of this Letter and Counsel disclaims any obligation to advise OTC Markets of any change in any matter set forth herein.

No person other than OTC Markets is entitled to rely on this Letter in determining whether the Issuer has made adequate current information publicly available within the meaning of Rule 144(c)(2) under the Securities Act. However, in connection therewith, OTC Markets is granted full and complete permission to publish the Letter through the OTC Disclosure & News Service for public viewing.

Sincerely,
Anthony L.G., PLLC

A handwritten signature in black ink that reads "Marc S. Woolf". The signature is written in a cursive, slightly slanted style.

Marc S. Woolf, For the Firm