

BioStem Technologies, Inc.
Written Consent in Lieu of Meeting of the Board of Directors

(Dr. Ken Warrington)

Dated as of March 30, 2022

The undersigned, being all of the Directors of the Board of Directors (the “Board”) of BioStem Technologies, Inc., a Florida corporation (the “Corporation”), hereby consent, pursuant to Section 607.0821 of the Florida Business Corporation Act (as the same may be amended and supplemented from time to time, and including any successor provision thereto, the “Act”), to the adoption of the following resolutions taking or authorizing the actions specified therein:

WHEREAS, the Board deems it advisable to and generally in the best interests of the Corporation and the shareholders of the Corporation to expand the size of the Board and to name Dr. Ken Warrington as a director on the Board;

WHEREAS, in connection with the appointment of Dr. Warrington to the Board, and pursuant to the BioStem Technologies, Inc. 2021 Equity Incentive Plan (the “Plan”) the Board deems it advisable to and generally in the best interests of the Corporation and the shareholders of the Corporation to grant to Dr. Warrington an Option (as defined in the Plan) to acquire up to 7,462 shares of the Company’s Common Stock (as defined in the Plan), pursuant to the Option Award Agreement in the form as attached hereto as Exhibit A (the “Option Award Agreement”), which Option shall be fully vested as of the date hereof (the “Option Award”); and

WHEREAS, the Board has reviewed the Option Award Agreement and has determined that the Option Award Agreement and the transactions as contemplated therein are fair and reasonable to the Corporation and its shareholders;

NOW, THEREFORE, BE IT RESOLVED, that pursuant to the power granted to the Board in the bylaws of the Corporation, the size of the Board is hereby expanded by one person, and Dr. Warrington is named as a director of the Corporation to fill such newly created vacancy, to serve in such position until his earlier death, resignation or removal from office; and be it

FURTHER RESOLVED, that the Option Award is hereby made, and the Option Award and the Option Award Agreement are each hereby authorized, approved and ratified; and be it

FURTHER RESOLVED, that the officers of the Corporation are hereby authorized to execute and deliver the Option Award Agreement on behalf of the Corporation, with such changes thereto as the officers of the Corporation may reasonably deem necessary, and to fulfill the obligations of the Corporation under each of the foregoing; and be it

FURTHER RESOLVED, that the Corporation is authorized to issue and sell the shares of Common Stock as may be issuable pursuant to the Option Award Agreement (the “Shares”), and the consideration received therefore by the Corporation is hereby determined to be fair and reasonable to the Corporation and its shareholders and such Shares shall, if and when issued, be validly authorized, dully issued, fully paid and non-assessable; and be it

FURTHER RESOLVED, that the proper officers of the Corporation be, and each of them hereby is, in accordance with the foregoing resolutions, authorized, empowered and directed, in the name and on behalf of the Corporation, to prepare, execute and deliver, or cause to be prepared, executed and delivered, any and all agreements, amendments, certificates, reports, applications, notices, instruments, schedules, statements, consents, letters or other documents and information and to do or cause to be done any and all such other acts and things as, in the opinion of any such officer, may be necessary, appropriate or desirable in order to enable the Corporation fully and promptly to carry out the purposes and intent of the foregoing resolutions, to make any filings pursuant to federal, state and foreign laws, and to take all other actions that he or she deems necessary, appropriate or advisable in order to comply with the applicable laws and regulations of any jurisdiction (domestic or foreign), or otherwise to effectuate and carry out the purposes of the foregoing resolutions and to permit the transactions contemplated thereby to be lawfully consummated, and any such action taken or any agreements, amendments, certificates, reports, applications, notices, instruments, schedules, statements, consents, letters or other documents and information executed and delivered by them or any of them in connection with any such action shall be conclusive evidence of their or his authority to take, execute and deliver the same; and be it

FURTHER RESOLVED, that all actions previously taken by any officer, director, representative or agent of the Corporation, in the name or on behalf of the Corporation or any of its affiliates in connection with the transactions contemplated by the foregoing resolutions be, and each of the same hereby is, adopted, ratified, confirmed and approved in all respects as the act and deed of the Corporation; and be it

FURTHER RESOLVED, that the Board hereby adopts, as if expressly set forth herein, the form of any and all resolutions required by any authority to be filed in connection with any applications, reports, filings, consents to service of process, powers of attorney, covenants and other papers, instruments and documents relating to the matters contemplated by the foregoing resolutions if (i) in the opinion of a proper officer of the Corporation executing the same, the adoption of such resolutions is necessary or advisable, and (ii) the secretary or an assistant secretary of the Corporation evidences such adoption by inserting with the minutes of the meeting at which these resolutions were adopted copies of such resolutions, which will thereupon be deemed to be adopted by the Board with the same force and effect as if originally set forth herein; and be it

FURTHER RESOLVED, that this Consent may be executed in one or more counterparts, and via electronic or other signatures, all of which shall together constitute one and the same instrument.

[Signatures appear on following page]

IN WITNESS WHEREOF, the undersigned have executed this Consent as of the date first above written.

Andrew VanVurst

Andrew VanVurst

Jason Matuszewski

Jason Matuszewski

Exhibit A
Option Award Agreement
(Attached)