

SUPPLEMENTAL INFORMATION AND DISCLOSURE STATEMENT

BIOSTEM TECHNOLOGIES, INC.

A Florida Corporation

SIC – 2836

Trading Symbol: BSEM

OTC Pink Supplemental Disclosure – Current Reporting of Material Corporate Events

Securities Purchase Agreement

On May 25, 2023, by unanimous Written Consent, the Board of Directors (the “Board”) of BioStem Technologies, Inc. (the “Company”) approved entry into a Securities Purchase Agreement, dated June 1, 2023 (the “Agreement”).

Under the terms of the Agreement, Jeffrey Meilander (the “Noteholder”), in exchange for \$750,000 cash, received a Promissory Note and Warrant of the Company to purchase shares of the Company’s common stock (the “Warrant”).

The terms of the note include 12% annual interest, with principal and interest due to be paid monthly to the Noteholder, until the Agreement maturity date, June 1, 2025. In the event of a default in the terms of the Agreement, the interest rate shall increase to 20% annual interest (“Default Rate”).

In connection with the Agreement, the Noteholder received a Common Stock Purchase Warrant (“Warrant”) entitling the Noteholder to purchase up to 373,134 of the Company’s common stock at a \$2.01 per share (the “Warrant Shares”).

The Agreement, and the activities contemplated thereby, did not and do not, constitute a change in control, as the Company’s largest shareholder remains unchanged and no other person became the “beneficial owner” (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company’s then outstanding voting securities. Additionally, there was no change in the composition of the Company’s board of directors and nor was there any change to the officers of the Company. Accordingly, there was no change in control of the Company.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This disclosure statement contains certain forward-looking statements that are subject to various risks and uncertainties. Forward-looking statements are generally identifiable by use of forward-looking terminology such as “may,” “will,” “should,” “potential,” “plan,” “intend,” “expect,” “outlook,” “seek,” “anticipate,” “estimate,” “approximately,” “believe,” “could,” “project,” “predict,” or other similar words or expressions. Forward-looking statements are based on certain assumptions, discuss future expectations, describe future plans and strategies, or state other forward-looking information. Our ability to predict future events, actions, plans or strategies is inherently uncertain. Although we believe that the expectations reflected in our forward-looking statements are based on reasonable assumptions, actual outcomes could differ materially from those set forth or anticipated in our forward-looking statements. Readers are cautioned not to place undue reliance on any of these forward-looking statements, which reflect our views as of the date of this disclosure statement. Furthermore, except as required by law, we are under no duty to, and do not intend to, update any of our forward-looking statements after the date of this disclosure statement, whether as a result of new information, future events or otherwise.

ISSUER CERTIFICATION

Principal Executive Officer:

I, Mr. Jason Matuszewski, certify that:

1. I have reviewed this supplemental disclosure statement of BioStem Technologies Inc.
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Date: June 6, 2023

Signature: /s/ Jason Matuszewski

Name: Jason Matuszewski

Title: CEO