

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

Entry into or termination of a material definitive agreement.

On October 31, 2023, the Board of Directors (the “Board”) of BioStem Technologies, Inc., (the “Company”), by written consent, deemed it in the best interest of the Company and its Shareholders to enter into two Note Exchange Agreements as described below:

The Meilander Agreement

The first Note Exchange Agreement dated November 9, 2023, is between the Company and Jeffrey Meilander (“Meilander”), pursuant to which Meilander shall exchange a promissory note of the Company for certain shares of common stock, par value \$0.001 per share, of the Company (the “Common Stock”) as set forth therein and the Corporation and Meilander shall undertake certain additional transactions as set forth therein (the “Meilander Agreement”).

According to the Meilander Agreement, Meilander is the owner of the Convertible Promissory Note of the Company dated as of August 16, 2016 as amended on December 27, 2018, March 17, 2019, May 17, 2019 and March 31, 2022. According to the Meilander Agreement, the Company and Meilander desire to enter the Meilander Agreement according to which \$473,350.34, being all of the principal amount and accrued interest owed to Meilander pursuant to the Note as of the shall be converted into and exchanged for certain shares of common stock, par value \$0.001 per share (the “Common Stock”).

Pursuant to the Meilander Agreement, Meilander shall be issued 676,215 shares of Common Stock of the Company.

The Matuszewski Agreement

The second Note Exchange Agreement is between the Company, Victor Matuszewski (“Mr. Matuszewski”) and Karen Matuszewski (“Ms. Matuszewski” and, together with Mr.

Matuszewski, “the Matuszewskis”), pursuant to which the Matuszewskis shall exchange two promissory notes of the Company as set forth in the Matuszewski Agreement for certain shares of Common Stock, as set forth therein and the Company and the Matuszewskis shall undertake certain additional transactions as set forth therein (the “Matuszewski Agreement”).

According to the Matuszewski Agreement, the Matuszewskis are the joint owners of (i) a Promissory Note of the Company dated as of October 4, 2018; and (ii) a Promissory Note of the Company dated as of February 5, 2018, in each case as amended on March 25, 2022. According to the Matuszewski Agreement, the Company and the Matuszewskis desire to enter the Matuszewski Agreement according to which \$368,427.40, being all of the principal amount and accrued interest owed to the Matuszewskis pursuant to the Notes shall be converted into and exchanged for certain shares of common stock, par value \$0.001 per share (the “Common Stock”).

Pursuant to the Matuszewski Agreement, the Matuszewskis shall be issued 526,325 shares of Common Stock 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: November 13, 2023

Signature: */s/ Jason Matuszewski*

Name: Jason Matuszewski

Title: CEO