Disclosure Statement – Termination of a Material Definitive Agreement

Issuer: BioStem Technologies, Inc. (OTC: BSEM)
Date of Event: April 27, 2026
Material Event: Termination of a Material Definitive Agreement

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Item 1.02 – Termination of a Material Definitive Agreement

On April 27, 2026, BioStem Technologies, Inc. (the "Company") entered into a Settlement Agreement and Release (the "Settlement Agreement") with GMA Bridge Fund, LLC and GMA Bridge Holdings, LLC (collectively, "GMA"). The Settlement Agreement resolves all claims related to two promissory notes issued on July 27, 2018 and October 5, 2018, respectively, in the aggregate initial principal amount of $3,000,000 (the "Promissory Notes"). Pursuant to the terms of the Settlement Agreement, the Company agreed to: (i) the payment of a cash settlement amount of $3,500,000; and (ii) the issuance of a secured promissory note in the principal amount of $1,000,000, bearing interest at 0.50% per month for the first six months and 0.75% per month thereafter until maturity, with a one-year term (the "Secured Note"). The Secured Note is secured by certain real property of the Company. If the Company repays the full $1,000,000 principal on or before December 31, 2026, GMA has agreed to waive all accrued interest on the note. The Settlement Agreement also includes a mutual release of claims whereby each of the Company and GMA agreed to release the other party of any known and unknown claims arising out of or related to the Promissory Notes.