# Company Annual Information and Disclosure Statement
# Period Ending 12/31/2014

# Biostem Technologies, Inc.
# OTCPK: BSEM

**OTC Pink Basic Disclosure Guidelines**

**1) Name of the issuer and its predecessors (if any)**

In answering this item, please also provide any names used by predecessor entities in the past five years and the dates of the name changes.

(a) Caribbean International Holding, Inc. until August 28, 2014 when the issuer changed its name to BioStem Technologies, Inc.
(b) Caribbean Casino and Gaming Corporation until January 17, 2013
(b) Aladdin & Company Trading, a Utah company until March 2, 2009
(c) Beverly Hills Ltd., a Utah corporation until July 7, 2006

**2) Address of the issuer's principal executive offices**

Company Headquarters
Address: 4749 NE 11th Ave
Oakland Park, FL 33334
Phone: 954-380-8342
Email: jason@biostemtech.com
Website(s): www.biostemtech.com

IR Contact
NONE
Phone:
Email:
Website(s):

**3) Security Information**

Trading Symbol: BSEM

Exact title and class of securities outstanding: Common
CUSIP: 090684200
Par or Stated Value: $.001
Total shares authorized: 975,000,000 as of: December 31, 2014
Total shares outstanding: 491,316,443 as of: December 31, 2014

Exact title and class of securities outstanding: Preferred

Preferred Stock Authorized: 25,000,000
Par or Stated Value: $.001

Preferred Stock Series A Authorized: 500,000 as of: December 31, 2014
Preferred Stock Series A Outstanding: 500,000 as of: December 31, 2014

Preferred Stock Series B Authorized: 500,000 as of: December 31, 2014
Preferred Stock Series B Outstanding: 475,005 as of: December 31, 2014

Transfer Agent
Transfer Online, Inc.
317 SW Alder Street, 2nd Floor
Portland, OR 97204
Phone: 503-227-2950
Is the Transfer Agent registered under the Exchange Act?* Yes: ☒ No: ☐

*To be included in the OTC Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

List any restrictions on the transfer of security:

None, aside from those imposed by law

Describe any trading suspension orders issued by the SEC in the past 12 months.

None

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

1) A name change of Caribbean International Holdings, Inc. to Biostem Technologies, Inc. was effective on 12/9/2014. The Company's symbol was changed to BSEM in connection with the name change.
2) A 1:400 Reverse Stock split was effective on 1/27/2015.

**4) Issuance History**

List below any events, in chronological order, that resulted in changes in total shares outstanding by the issuer in the past two fiscal years and any interim period. The list shall include all offerings of equity securities, including debt convertible into equity securities, whether private or public, and all shares or any other securities or options to acquire such securities issued for services, describing (1) the securities, (2) the persons or entities to whom such securities were issued and (3) the services provided by such persons or entities. The list shall indicate:

A. The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.);
B. Any jurisdictions where the offering was registered or qualified;
C. The number of shares offered;
D. The number of shares sold;
E. The price at which the shares were offered, and the amount actually paid to the issuer;
F. The trading status of the shares; and
G. Whether the certificates or other documents that evidence the shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

| Date | Name of Person or Entity | Nature of Each Offering | Juris-dictio n | Number of shares offered | Number of Shares sold | Price shares were offered | Amount paid to the Issuer | Trading Status of the shares | Legend |
|---|---|---|---|---|---|---|---|---|---|
| 10/16/12 | John H. Meyers | xx | MD | 142,858 | 142,858 | 0.001 | $5,000 | Restricted | YES |
| 10/16/12 | Wyatt Young | xx | IL | 457,143 | 457,143 | $0.06 | $26,000 | Restricted | YES |
| 11/4/13 | Norma St-Hilaire | xx | FL | 4,000,000 | 4,000,000 | 0.001 | $4,000 | Restricted | YES |
| 11/4/13 | Molly Simmons | xx | IN | 4,000,000 | 4,000,000 | xx | Services | Restricted | YES |
| 11/4/13 | Susan Early | xx | NC | 3,000,000 | 3,000,000 | xx | Services | Restricted | YES |
| 11/13/13 | James Dewey Hanson, Jr. | Rule 144 conversion | FL | 5,000,000 | 5,000,000 | xx | Debt reduction | Restricted | YES |
| 11/14/13 | Palm Beach Power Boat & Yachts | xx | FL | 2,000,000 | 2,000, 000 | 0.00175 | $3,500 | Restricted | YES |
| 1/1/14 | James Dewey Hanson Jr | Rule 144 conversion | FL | 10,000,000 | 10,000,000 | xx | Debt reduction | Restricted | YES |
| 1/1/14 | James Dewey Hanson Jr | Rule 144 conversion | FL | 5,000,000 | 5,000,000 | xx | Debt reduction | Restricted | YES |
| 2/1/14 | Lewis Sperber | Rule 144 | OR | 3,000,000 | 3,000,000 | 0.001 | Debt reduction | Restricted | YES |
| 2/11/14 | Capital Management Group | Series A converted to Common | FL | 3,399 | 3,399 | 0.001 | Conversion | Restricted | YES |
| 2/11/14 | John A Luce | Series A converted to Common | CT | 3,399 | 3,399 | xx | Conversion | Restricted | YES |
| 2/11/14 | Theodore D O'Connor III | Series A converted to Common | NY | 101,965 | 101,965 | xx | Conversion | Restricted | YES |
| 2/11/14 | Tracy Mark | Series A converted to Common | NY | 1,697 | 1,697 | xx | Conversion | Restricted | YES |
| 2/11/14 | Yukio Tacibana | Series A converted to Common | Japan | 3,269 | 3,269 | xx | Conversion | Restricted | YES |
| 2/13/14 | Ritwik Pahuja Ritz Trading | Services | GA | 857 | 857 | xx | Services | Not Resctriced | NO |
| 2/24/14 | Evan Sperber | Rule 144 | CA | 5,000,000 | 5,000,000 | 0.001 | Debt reduction | Restricted | YES |
| 2/24/14 | Harris Sperber | Rule 144 | CA | 5,000,000 | 5,000,000 | 0.001 | Debt reduction | Restricted | YES |
| 3/29/14 | Dr. Leonel Liriano | Services | DR | 5,000,000 | 5,000,000 | 0.001 | Services | Restricted | YES |
| 3/31/14 | Toft Company LLC | Rule 144 | FL | 7,500,000 | 7,500,000 | xx | Services | Restricted | YES |

| | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| 4/1/14 | Angel de la Cruz Morales | Rule 144 | DR | 1,000,000 | 1,000,000 | xx | Issued Restricted | Restricted | YES |
| 4/1/14 | Bradley Berg | Rule 144 | FL | 6,000,000 | 6,000,000 | xx | Issued Restricted | Restricted | YES |
| 4/1/14 | Elizabeth A Lue De Grof | Rule 144 | NY | 2,000,000 | 2,000,000 | xx | Services | Restricted | YES |
| 4/1/14 | Liboritz, INC | Rule 144 | NY | 2,000,000 | 2,000,000 | xx | Services | Restricted | YES |
| 4/1/14 | Francia Lopez | Rule 144 | DR | 1,000,000 | 1,000,000 | xx | Services | Restricted | YES |
| 4/1/14 | Harris Sperber | Rule 144 | CA | 5,000,000 | 5,000,000 | 0.001 | Debt reduction | Restricted | YES |
| 4/1/14 | Lewis Sperber | Rule 144 | CA | 5,000,000 | 5,000,000 | 0.001 | Debt reduction | Restricted | YES |
| 5/12/14 | Integrated Ventures, LLC | Rule 144 | FL | 5,000,000 | 5,000,000 | xx | Issued Restricted | Restricted | YES |
| 5/12/14 | Scott Swank | Services | FL | 5,000,000 | 5,000,000 | xx | Services | Not Resctriced | NO |
| 5/28/14 | James T Kowalczyk | Rule 144 | FL | 5,000,000 | 5,000,000 | xx | Services | Restricted | YES |
| 6/12/14 | 3213 LLC | Rule 144 | FL | 5,000,000 | 5,000,000 | xx | Services | Restricted | YES |
| 7/17/14 | Royal Palm Consulting, LLC | Debt conversion | NJ | 25,714,285 | 25,714,285 | xx | Debt reduction | Not Restricted | NO |
| 7/29/14 | World Connect Media, LLC | Debt conversion | DE | 15,714,285 | 25,714,285 | xx | Debt reduction | Not Restricted | NO |
| 7/29/14 | International Buisness Consulting LLC | Debt conversion | FL | 10,000,000 | 10,000,000 | xx | Debt reduction | Not Resctriced | NO |
| 8/18/14 | Odessa Holdings, LLC | Rule 144 | DE | 64,489,875 | 64,489,875 | 0.001 | Issued Restricted | Restricted | YES |
| 8/18/14 | Capistrano Holdings, LLC | Rule 144 | DE | 64,489,875 | 64,489,875 | 0.001 | Issued Restricted | Restricted | YES |
| 8/18/14 | Ronald Broekx | Rule 144 | Limburg | 2,000,000 | 2,000, 000 | xx | Issued Restricted | Restricted | YES |
| 8/18/14 | Steven Swank | Rule 144 | FL | 38,000,000 | 38,000,000 | xx | Issued Restricted | Restricted | YES |
| 8/26/14 | Gabreille Ditomasso | Rule 144 | FL | 25,000,000 | 25,000,000 | xx | Issued Restricted | Restricted | YES |
| 8/27/14 | Jefferey Meilander | Rule 144 | WI | 25,000,000 | 25,000,000 | xx | Issued Restricted | Restricted | YES |
| 9/24/14 | Caledonian Bank Limited | Services | Grand Camon | 545,748 | 545,748 | xx | Services | Not Resctriced | NO |

| | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| 9/26/14 | Armando Casciati | Rule 144 Conversion | FL | 1,275,884 | 1,275,884 | 0.001 | Conversion | Restricted | YES |
| 10/15/14 | J3 Financial LLC | Rule 144 | WI | 475,000 Preffered B | 475,000 Preffered B | xx | Purchase Agreement | Restricted | YES |
| 10/15/14 | J3 Financial LLC | Rule 144 | WI | 500,000 Preffered A | 500,000 Preffered A | xx | Purchase Agreement | Restricted | YES |
| 12/29/14 | Wyatt Young | Rule 114 | IL | 5,000,000 | 5,000,000 | 0.001 | Purchase Agreement | Restricted | Yes |
| 12/30/14 | Rafael Gonzalez | Rule 144 | CA | 10,000,000 | 10,000,000 | 0.001 | Services | Restricted | Yes |
| 12/30/14 | Michael Dietzen | Rule 144 | FL | 10,000,000 | 10,000,000 | 0.001 | Services | Restricted | Yes |
| 12/30/14 | Even Sperber | Rule 144 | CA | 1,600,000 | 1,600,000 | 0.001 | Purchase Agreement | Restricted | Yes |
| 12/30/14 | Harris Sperber | Rule 144 | CA | 4,900,000 | 4,900,000 | 0.001 | Purchase Agreement | Restricted | Yes |
| 12/30/14 | Lewis Sperber | Rule 144 | OR | 3,900,000 | 3,900,000 | 0.001 | Purchase Agreement | Restricted | Yes |

**5) Financial Statements**

Provide the financial statements described below for the most recent fiscal year end or quarter end to maintain qualification for the OTC Pink Current Information tier. For the initial disclosure statement (qualifying for Current Information for the first time) please provide reports for the two previous fiscal years and any interim periods.

A. Balance sheet;
B. Statement of income;
C. Statement of cash flows;
D. Financial notes; and
E. Audit letter, if audited

The financial statements requested pursuant to this item shall be prepared in accordance with US GAAP by persons with sufficient financial skills.

You may either (i) attach/append the financial statements to this disclosure statement or (ii) post such financial statements through the OTC Disclosure & News Service as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

If you choose to publish the financial reports separately as described in part (ii) above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to otciq.com in the field below.

Financial information for the issuer's most recent fiscal year ending 12/31/14 was filed on the OTC Markets web-site under "Annual Report" on May 1, 2015.

Information contained in a Financial Report is considered current until the due date for the subsequent Financial Report. To remain in the OTC Pink Current Information tier, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of its fiscal quarter-end date.

## 6) Describe the Issuer's Business, Products and Services

Describe the issuer's business so a potential investor can clearly understand the company. In answering this item, please include the following:

A. A description of the issuer's business operations;

Our focus is to educate, provide and share with the world the benefits of using stem cells and telomere science to promote anti-aging, life extension, and defeating disease. The Company has four wholly owned subsidiaries, under which it operates its businesses. (1) Regenerative Bioscience soon to be BioStem Wellness, Inc., a Florida corporation's primary business is the development, production and sale of the Company's proposed line of anti-aging nutraceutical products; (2) BioStem Farma, Inc., a Delaware corporation whose primary business is the provision of stem cell therapy treatments; and (3) Biostem University, Inc., a Delaware corporation whose primary business is to educate future administers or providers in our own patented cell treatment protocols. (4) . Biostem Helps, Inc. a Delaware corporation with its sole purpose to work with leading non-profit organizations to actively work with people across the globe to engage in combating illness and disease.

B. Date and State (or Jurisdiction) of Incorporation:

The Company was first started and named Beverly Hills, Ltd., and was incorporated in Utah on April 29, 1939 as Ophir Queen Mines Company.

On June 15, 1974, Ophir Queen Mines Company changed its name to Hawk International. The Company had substantial operations until March 15, 1996 when the Company began to develop new business subsidiaries. Hawk International changed its name to Beverly Hills Country Club on February 28, 1998. Beverly Hills Country Club then changed its name to Beverly Hills Ltd., on August 13, 1998.

The issuer, Biostem Technologies Inc. was formerly Aladdin & Company Trading, a Utah corporation which was formed on July 7, 2006. Aladdin and Company Trading changed its name to Caribbean Casino & Gaming Corporation and re-domiciled to Florida on March 2, 2009. Caribbean Casino & Gaming Corporation changed its name to Caribbean International Holdings, Inc. on January 7, 2013. The issuer is still domiciled in Florida and has changed its name to Biostem Technologies Inc. on December 9, 2014.

C. the issuer's primary and secondary SIC Codes;

Primary Code: 8000

D. the issuer's fiscal year end date;

December 31st

E. principal products or services, and their markets;

The Company is currently developing its first four nutraceutical products which it hopes to get to market in 2015. The Company is also currently continuing to build its stem cell therapy services, which is being offered through BioStem Technologies, Inc.

## 7) Describe the Issuer's Facilities

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

The Issuer has established its corporate offices at 4749 NE 11th Ave, Oakland Park, FL 33334 and pays $2156.68 per month for its office space and support services, on a month to month basis.

## 8) Officers, Directors, and Control Persons

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant shareholders.

A. Names of Officers, Directors, and Control Persons. In responding to this item, please provide the names of each of the issuer's executive officers, directors, general partners and control persons (control persons are beneficial owners of more than five percent (5%) of any class of the issuer's equity securities), as of the date of this information statement.

Jason Matuszewski, President, CEO, Secretary & Director
Gabrielle Ditomasso
Jeffrey Robert Meilander
Steven Swank
Capistrano Holdings, LLC.
Odessa Holdings, LLC.
J3 Financial, LLC.
Royal Palm Consulting Services, LLC.

B. Legal/Disciplinary History. Please identify whether any of the foregoing persons have, in the last five years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

   N/A

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

   N/A

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of

federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

N/A

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred suspended or otherwise limited such person's involvement in any type of business or securities activities.

N/A

C. Beneficial Shareholders. Provide a list of the name, address and shareholdings or the percentage of shares owned by all persons beneficially owning more than ten percent (10%) of any class of the issuer's equity securities. If any of the beneficial shareholders are corporate shareholders, provide the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders – presented as of December 31, 2014.

| *Name & Address* | *Number of Beneficially Shares Owned* | *Percentage Beneficially Owned* |
|---|---|---|
| **Name:**<br>**J3 Financial, LLC**<br>**Address:**<br>**108 West 13th St**<br>**Wilmington, DE 19801**<br>**Control person:**<br>**Business Filings Inc.** | <br><br>**500,000 Series A**<br>**475,000 Series B** | <br><br>**100%**<br>**100%** |
| **Name:**<br>**Capistrano Holdings LLC.**<br>**Address:**<br>**108 West 13th St**<br>**Wilmington, DE 19801**<br>**Control Person:**<br>**Business Filings Inc.** | <br><br>**64,489,875 Common Shares** | <br><br>**13.13%** |
| **Name:**<br>**Odessa Holdings LLC.**<br>**Address:**<br>**108 West 13th St**<br>**Wilmington, DE 19801**<br>**Control Person:**<br>**Business Filings Inc.** | <br><br>**64,489,875 Common Shares** | <br><br>**13.13%** |

**9) Third Party Providers**

Please provide the name, address, telephone number, and email address of each of the following outside providers that advise your company on matters relating to operations, business development and disclosure:

Legal Counsel
Name: Kimberly L. Rudge
Firm: Kimberly L. Rudge, PA
Mailing Address: 4654 SR 64 E, #133

Bradenton, Florida 34208
Phone: 941-747-5290
Email: krudge@tampabay.rr.com

Accountant or Auditor
Name: Rasmussen & Associates,
Address: 960 N 400 E, Suite B
North Salt Lake, UT 84054
Phone: 1-801-444-7260

Investor Relations Consultant
N/A

Other Advisor: Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement.
N/A

**10) Issuer Certification**

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles, but having the same responsibilities).

The certifications shall follow the format below:

I, Jason Matuszewski, certify that:

1. I have reviewed this Annual Report 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.

04/30/2015

/s/
Jason Matuszewski
President