

## **Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines**

Stemsation International, Inc.

A Florida Corporation

7777 Glades Road

Suite 203

Boca Raton, FL 33434

(561) 245-7454

[www.stemsation.global](http://www.stemsation.global)

[npanza@stemsationusa.com](mailto:npanza@stemsationusa.com)

SIC Code: 5963

### **Annual Report**

**For the Period Ending:** December 31<sup>st</sup>, 2019

As of December 31<sup>st</sup>, 2019, the number of shares outstanding of our Common Stock was:

191,507,833

As of September 30<sup>th</sup>, 2019, the number of shares outstanding of our Common Stock was:

190,382,833

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933 and Rule 12b-2 of the Exchange Act of 1934):

Yes: ☐

No: ☒ (Double-click and select "Default Value" to check)

Indicate by check mark whether the company's shell status has changed since the previous reporting period:

Yes: ☐

No: ☒

Indicate by check mark whether a Change in Control<sup>1</sup> of the company has occurred over this reporting period:

Yes: ☐

No: ☒

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<sup>1</sup> "Change in Control" shall mean any events resulting in:

(i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming 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;

(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;

(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or

(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

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

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

Stemsation International, Inc. (formerly World Mortgage Exchange Group, Inc.) (the "Company") is a Florida corporation incorporated on July 5, 2006. The Company's original business purpose was to develop, produce, license, acquire and distribute recorded music, primarily in the Hip Hop and Pop genres which now has been abandoned.

The Company's business focus changed to real estate effective September 2009 to coincide with a change of control. The Company's business purpose changed to purchasing single family homes with a minimum discount of 25% off appraisal and sell those assets for 100% of appraisal. In order to assist buyers in securing financing, the Company had developed a 49-year mortgage product. The 49-year mortgage was developed to benefit borrowers that honor their debt by making timely payments. In 2012, the Company ceased operations.

On August 6, 2019, the Company filed a certificate of amendment with the Secretary of State of the State of Florida in order to increase the authorized shares of common stock to 1,000,000,000 and effectuate a change in the par value to \$0.0001, a change of control and a name change to Stemsation International, Inc. The Certificate of Amendment became effective on August 9, 2019. The Company's business focus changed to the direct selling of novel, all-natural wellness products. The change in authorized shares and change in par value is reflected retroactively for all periods in the accompanying financial statement and footnotes.

On August 9, 2019, the Company changed its name from World Mortgage Exchange Group, Inc. to Stemsation International, Inc.

Date and state (or jurisdiction) of incorporation (also describe any changes to incorporation since inception, if applicable)  
Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

The Company was incorporated in Florida on July 5, 2006. The Company is currently active in Florida.

Has the issuer or any of its predecessors been in bankruptcy, receivership, or any similar proceeding in the past five years?

Yes: ☐ No: ☒

If this issuer or any of its predecessors have been the subject of such proceedings, please provide additional details in the space below:

n/a

**2) Security Information**

Trading symbol:	STSN
Exact title and class of securities outstanding:	common
CUSIP:	85859E102
Par or stated value:	.0001

Total shares authorized:	1,000,000,000	as of date: December 31 <sup>st</sup> , 2019
Total shares outstanding:	191,507,833	as of date: December 31 <sup>st</sup> , 2019
Number of shares in the Public Float <sup>2</sup> :	9,582,839	as of date: December 31 <sup>st</sup> , 2019
Total number of shareholders of record:	213	as of date: December 31 <sup>st</sup> , 2019

*All additional class(es) of publicly traded securities (if any):*

Trading symbol:	<u>n/a</u>
Exact title and class of securities outstanding:	<u>n/a</u>
CUSIP:	<u>n/a</u>

<sup>2</sup> "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

Par or stated value: n/a  
 Total shares authorized: n/a as of date: n/a  
 Total shares outstanding: n/a as of date: n/a

### Transfer Agent

Name: Pacific Stock Transfer Co  
 Phone: 702-361-3033  
 Email: joslyn@pacificstocktransfer.com

Is the Transfer Agent registered under the Exchange Act?<sup>3</sup> Yes: ☒ No: ☐

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors:

n/a

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

n/a

### 3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any direct changes to the total shares outstanding of any class of the issuer's securities **in the past two completed fiscal years and any subsequent interim period**.

Disclosure under this item shall include, in chronological order, all offerings and issuances of 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. Using the tabular format below, please describe these events.

#### A. Changes to the Number of Outstanding Shares

Check this box to indicate there were no changes to the number of outstanding shares within the past two completed fiscal years and any subsequent periods: ☐

Number of Shares outstanding as of January 1, 2018	<u>Opening Balance:</u>  Common: 24,816,290  Preferred: 0		*Right-click the rows below and select “Insert” to add rows as needed.						
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at	Were the shares issued at a discount to market price at	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?

<sup>3</sup> To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

				Issuance	the time of issuance ? (Yes/No)		Provided (if applicable)		
8/20/2019	Issuance	2607000	common	.00038	Yes	RONALD L REESER	Services provided	restricted	4(a)(2) and Rule 506
8/20/2019	Issuance	3266087	common	.00038	Yes	T KENNETH MINCHEW	Services provided	restricted	4(a)(2) and Rule 506
8/20/2019	Issuance	3215924	common	.00038	Yes	LOYD SKIDMORE	Services provided	restricted	4(a)(2) and Rule 506
8/20/2019	Issuance	200000	common	.0005	Yes	BRIAN JAMES	Services provided	restricted	4(a)(2) and Rule 506
8/20/2019	Issuance	500000	common	.0004	Yes	TRACY BILLINGS	Services provided	restricted	4(a)(2) and Rule 506
8/20/2019	Issuance	12000	common	.008	Yes	JEFF MONTAG	Services provided	restricted	4(a)(2) and Rule 506
8/26/2019	Issuance	2410714	common	.028	Yes	WMEG HOLDINGS, LLC. (1)	Debt Conversion	restricted	4(a)(2) and Rule 506
8/26/2019	Issuance	2328571	common	.017	Yes	MINCHEW FAMILY TRUST DTD 9/2/09 (2)	Debt Conversion	restricted	4(a)(2) and Rule 506
8/26/2019	Issuance	1455357	common	.017	Yes	SOUTHERN CRESCENT FINANCIAL GROUP LLC. (3)	Debt Conversion	restricted	4(a)(2) and Rule 506
8/26/2019	Issuance	2328571	common	.017	Yes	BEN LEVINSON	Services provided	restricted	4(a)(2) and Rule 506
8/26/2019	Issuance	22500000	common	.00033	Yes	LEONARD TUCKER, LLC. (4)	Cash	restricted	4(a)(2) and Rule 506
8/26/2019	Issuance	22500000	common	.00033	Yes	LEONARD TUCKER, LLC. (4)	Cash	restricted	4(a)(2) and Rule 506
8/27/2019	Issuance	12000	common	.008	Yes	ED EVERETT	Services provided	restricted	4(a)(2) and Rule 506
8/27/2019	Issuance	12000	common	.008	Yes	LARRY KING	Services provided	restricted	4(a)(2) and Rule 506
8/27/2019	Issuance	12000	common	.008	Yes	GARY WALLACE	Services provided	restricted	4(a)(2) and Rule 506
8/27/2019	Issuance	12000	common	.008	Yes	TRACY BILLINGS	Services provided	restricted	4(a)(2) and Rule 506
8/27/2019	Issuance	12000	common	.008	Yes	CHRIS AIKENS	Services provided	restricted	4(a)(2) and Rule 506

8/27/2019	Issuance	12000	common	.008	Yes	ALLEN FLEMING	Services provided	restricted	4(a)(2) and Rule 506
8/28/2019	Issuance	12000	common	.008	Yes	BEN LEVINSON	Services provided	restricted	4(a)(2) and Rule 506
8/28/2019	Issuance	12000	common	.008	Yes	DUDLEY WELLS	Services provided	restricted	4(a)(2) and Rule 506
8/28/2019	Issuance	12000	common	.008	Yes	WILLIAM DONGES	Services provided	restricted	4(a)(2) and Rule 506
8/28/2019	Issuance	6000	common	.008	Yes	RON WARD	Services provided	restricted	4(a)(2) and Rule 506
8/28/2019	Issuance	8421242	common	.012	Yes	BALD EAGLE PARTNERS LLC. (5)	Debt Conversion	restricted	4(a)(2) and Rule 506
8/28/2019	Issuance	2037500	common	.017	Yes	MATTHEW KING	Debt Conversion	restricted	4(a)(2) and Rule 506
8/29/2019	Cancel	22500000	common	.00028	Yes	LEONARD TUCKER, LLC. (4)	Cash	restricted	4(a)(2) and Rule 506
8/29/2019	Issuance	22500000	common	.00028	Yes	PANZA FAMILY TRUST (6)	Cash	restricted	4(a)(2) and Rule 506
8/29/2019	Cancel	22500000	common	.0001	Yes	LEONARD TUCKER, LLC. (4)	Cash	restricted	4(a)(2) and Rule 506
8/29/2019	Issuance	2500000	common	.0001	Yes	BRANDON KLEIN	Cash	restricted	4(a)(2) and Rule 506
8/29/2019	Issuance	2500000	common	.0001	Yes	SHERREE KLEIN	Cash	restricted	4(a)(2) and Rule 506
8/29/2019	Issuance	17500000	common	.00033	Yes	LEONARD TUCKER, LLC. (4)	Cash	restricted	4(a)(2) and Rule 506
8/29/2019	Issuance	5000000	common	.00033	Yes	PETER AIELLO	Services provided	restricted	4(a)(2) and Rule 506
8/29/2019	Issuance	2000000	common	.00033	Yes	MATTHEW COHEN	Services provided	restricted	4(a)(2) and Rule 506
8/29/2019	Issuance	1000000	common	.00033	Yes	NEAL D CARTER	Services provided	restricted	4(a)(2) and Rule 506
8/29/2019	Issuance	1000000	common	.00033	Yes	TIGER TROUT CAPITAL LLC. (7)	Services provided	restricted	4(a)(2) and Rule 506
8/29/2019	Issuance	719577	common	.00033	Yes	FUSION STAR MEDIA INC. (8)	Services provided	restricted	4(a)(2) and Rule 506
8/29/2019	Issuance	45000000	common	.01	Yes	PANZA FAMILY TRUST (6)	Cash	restricted	4(a)(2) and Rule 506
9/3/2019	Issuance	2750000	common	.01	Yes	FONTE FAMILY TRUST (9)	Cash	restricted	4(a)(2) and Rule 506

9/3/2019	Issuance	500000	common	.01	Yes	URI YUDEWITZ	Services Provide	restricted	4(a)(2) and Rule 506
9/3/2019	Issuance	1000000	common	.01	Yes	CRAIG JACKSON	Cash	restricted	4(a)(2) and Rule 506
9/3/2019	Issuance	1000000	common	.01	Yes	RYAN SMOLLAR	Cash	restricted	4(a)(2) and Rule 506
9/3/2019	Issuance	3000000	common	.01	Yes	CHARLENE A MURAWSKI ROWE	Cash	restricted	4(a)(2) and Rule 506
9/3/2019	Issuance	5000000	common	.01	Yes	SYCAMORE GROUP INC. (10)	Services Provided	restricted	4(a)(2) and Rule 506
9/5/2019	Issuance	1500000	common	.01	Yes	ANTHONY FERRANTE	Cash	restricted	4(a)(2) and Rule 506
9/5/2019	Issuance	2000000	common	.01	Yes	LEONARD FERRANTE & MARISA FERRANTE JT TEN.	Cash	restricted	4(a)(2) and Rule 506
9/5/2019	Issuance	500000	common	.01	Yes	JOSE A OTERO JR.	Cash	restricted	4(a)(2) and Rule 506
9/5/2019	Issuance	1200000	common	.01	Yes	RYAN SMOLLAR	Cash	restricted	4(a)(2) and Rule 506
9/5/2019	Issuance	1000000	common	.01	Yes	MICHAEL FONTE	Cash	restricted	4(a)(2) and Rule 506
9/17/2019	Issuance	15000000 105000000	common warrants	.00033	Yes	RAY C. CARTER, JR. and KASEY L. CARTER AS TENNANTS BY THE ENTIRETY	Cash	restricted	4(a)(2) and Rule 506
9/17/2019	Issuance	2500000	common	.01	Yes	BRANDON KLEIN	Cash	restricted	4(a)(2) and Rule 506
9/17/2019	Cancel	67500000	common	.00033	Yes	PANZA FAMILY TRUST (6)	Cash	restricted	4(a)(2) and Rule 506
9/17/2019	Issuance	66500000	common	.00033	Yes	PANZA FAMILY TRUST (6)	Cash	restricted	4(a)(2) and Rule 506
9/16/2019	Issuance	1000000	common	.0001	Yes	THOMAS KOLAR	Cash	restricted	4(a)(2) and Rule 506
11/11/2019	Issuance	1,000,000	common	.01	Yes	THE NAUTILIS GROUP, LLC.	Services Provided	restricted	4(a)(2) and Rule 506
11/11/2019	Issuance	125,000	common	.01	Yes	RYAN SMOLLAR	Services Provided	restricted	4(a)(2) and Rule 506
Shares Outstanding on  December 31, 2019:	Ending Balance: Common: 191,507,833  Preferred: 0								

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**Example:** A company with a fiscal year end of December 31<sup>st</sup>, in addressing this item for its quarter ended September 30, 2018, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2016 through September 30, 2018 pursuant to the tabular format above.

Use the space below to provide any additional details, including footnotes to the table above:

- (1) RONALD L. REESER IS THE CONTROL PERSON FOR WMEG HOLDINGS, LLC.
- (2) KEN MINCHEW IS THE CONTROL PERSON FOR MINCHEW FAMILY TRUST DTD 9/2/09
- (3) TRACY BILLINGS IS THE CONTROL PERSON FOR SOUTHERN CRESCENT FINANCIAL GROUP LLC.
- (4) LEONARD TUCKER IS THE CONTROL PERSON FOR LEONARD TUCKER, LLC.
- (5) RONALD L. REESER IS THE CONTROL PERSON FOR BALD EAGLE PARTNERS LLC.
- (6) NICHOLAS & SHAYNA PANZA ARE THE CONTROL PERSONS FOR PANZA FAMILY TRUST
- (7) ALAN MASLEY IS THE CONTROL PERSON FOR TIGER TROUT CAPITAL LLC.
- (8) ADAM BAKER IS THE CONTROL PERSON FOR FUSION STAR MEDIA INC.
- (9) NELSON GONZALEZ, ANDREW BARRERA, ANDREW FONTE, CHRISTOPHER FONTE, HELIO FONTE AND MICHAEL FONTE ARE THE CONTROL PERSONS FOR FONTE FAMILY TRUST
- (10) JONATHAN MINNIHAN & CHARLES WETTER ARE THE CONTROL PERSONS FOR SYCAMORE GROUP INC.
- (11) PAUL STEVENS IS THE CONTROL PERSON FOR THE NAUTILUS GROUP, LLC.

## B. Debt Securities, Including Promissory and Convertible Notes

Use the chart and additional space below to list and describe any issuance of promissory notes, convertible notes or convertible debentures **in the past two completed fiscal years and any subsequent interim period.**

Check this box if there are no outstanding promissory, convertible notes or debt arrangements: ☐

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder	Reason for Issuance (e.g. Loan, Services, etc.)
10-15-2019	\$60,000	\$50,000	Original Issue Discount	12-31-2019	n/a	Tiger Trout Capital, LLC. (1)	Loan
10-18-2019	\$30,000	\$25,000	Original Issue Discount	1-1-2020	n/a	Citta Alta Capital, Inc. (2)	Loan
10-25-2018	\$30,000	\$25,000	Original Issue Discount	1-8-2020	n/a	Citta Alta Capital, Inc.	Loan
12-13-2019	\$7,000	\$7,000	Non-Interest Bearing	On Demand	n/a	Panza Family Trust (3)	Loan
12-13-2019	\$1,035	\$1,035	Non-Interest Bearing	On Demand	n/a	Panza Family Trust	Loan

12-13-2019	\$1,035	\$1,035	Non-Interest Bearing	On Demand	n/a	Panza Family Trust	Loan
12-17-2019	\$75,000	\$50,000	Original Issue Discount	2-17-2020	n/a	Tiger Trout Capital, LLC.	Loan
12-23-2019	\$48,000	\$32,000	Original Issue Discount	2-17-2020	n/a	Citta Alta Capital, Inc.	Loan
12-26-2019	\$27,000	\$18,000	Original Issue Discount	2-17-2020	n/a	Citta Alta Capital, Inc.	Loan

Use the space below to provide any additional details, including footnotes to the table above:

- (1) Alan Masley is the control person
- (2) Craig Coaches is the control person
- (3) Nicholas B. Panza and Shayna Panza are the control persons

#### 4) Financial Statements

A. The following financial statements were prepared in accordance with:

- ☒ U.S. GAAP  
☐ IFRS

B. The financial statements for this reporting period were prepared by (name of individual)<sup>4</sup>:

Name: Anna Berman, Access CFO  
Title: Accountant  
Relationship to Issuer: Independent Contractor

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

- C. Balance sheet.
- D. Statement of income.
- E. Statement of cash flows.
- F. Statement of Changes in Shareholders' Equity
- G. Financial notes; and
- H. Audit letter, if audited

You may either (i) attach/append the financial statements to this disclosure statement or (ii) file the financial statements through OTCIQ 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 statements in a separate report as described above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the

<sup>4</sup> The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to OTCIQ in the field below. Financial Statements must be compiled in one document.

Financial Statements for the period ended December 31, 2019 are contained in the Company's Annual Report 12-31-2019, which is incorporated by reference.

Financial statement information is considered current until the due date for the subsequent report (as set forth in the qualifications section above). To remain qualified for Current Information, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of each fiscal quarter-end date.

## **5) Issuer's Business, Products and Services**

The purpose of this section is to provide a clear description of the issuer's current operations. In answering this item, please include the following:

### **A. Summarize the issuer's business operations (If the issuer does not have current operations, state "no operations")**

The Company is developing a network marketing distribution channel, which is a subset of direct selling, to market novel, natural wellness products that support the two most recently discovered systems of the human body, stem cells and endocannabinoids.

### **B. Describe any subsidiaries, parents, or affiliated companies, if applicable, and a description of such entity's business, contact information for the business, officers, directors, managers or control persons. Subsidiary information may be included by reference**

StemSation Holding Corp is a wholly owned subsidiary of StemSation International, Inc. StemSation IP Holding LLC is a wholly owned subsidiary of StemSation Holding Corp. StemSation USA, Inc. is a wholly owned subsidiary of StemSation Holding Corp. Ray C. Carter, Jr. and Nicholas B. Panza are the officers & directors of the subsidiaries and the subsidiaries have the same contact information as above.

### **C. Describe the issuers' principal products or services, and their markets**

The Company's principal products or services are novel, natural wellness products that support the two most recently discovered systems of the human body, stem cells and endocannabinoids marketed worldwide.

## **6) 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 Company subleases office space at 7777 Glades Road Suite 203 Boca Raton, FL 33434 pursuant to a sublease with an independent third party.

The Company subleases warehouse space at 1537 NW 65<sup>th</sup> Ave. Plantation, FL 33313 pursuant to a sublease with an independent third party

## **7) 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 or beneficial shareholders.

Using the tabular format below, please provide information regarding any person or entity owning 5% or more of the issuer, as well as any officer, and any director of the company, regardless of the number of shares they own. **If any listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information of an individual representing the corporation or entity in the note section.**

Name of Officer/Director and Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
Ray C. Carter	Officer, Director/5% Shareholder	Southwest Ranches, FL	15,000,000 (1)	common	7.8%	
Panza Family Trust	Officer, Director/5% Shareholder	Delray Beach, FL	66,500,000 (3)	common	34.7%	
Leonard Tucker, LLC.	5% Shareholder	Boca Raton, FL	17,500,000 (4)	common	9.1%	
Ronald Reeser	5% Shareholder	Atlanta, GA	13,438,956 (2)	common	7%	

(1) Shares are held by Ray C. Carter, Jr and Kasey L. Carter as Tenants by the Entirety.

(2) Shares are held 2,607,000 by Ronald L. Reeser, 2,410,714 by WMEG Holdings, LLC. and 8,421,242 by Bald Eagle Partners, LLC.

(3) Nicholas B. Panza and Shayna Panza are Co-Trustees

(4) Leonard Tucker is CEO

## 8) Legal/Disciplinary History

A. Please identify whether any of the persons listed above have, in the past 10 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);

no

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;

no

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

No

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.

no

- B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

n/a

## 9) Third Party Providers

Please provide the name, address, telephone number and email address of each of the following outside providers:

### Securities Counsel

Michael D. Harris, Esq.  
Nason, Yeager, Gerson, Harris & Fumero, P.A.  
3001 PGA Boulevard  
Suite 305  
Palm Beach Gardens, FL 33410  
Direct: (561) 471-3507  
Cell: (561) 644-2222  
NY: (212) 832-0483

### Accountant or Auditor

Access CFO, Inc.  
11756 Bayou Lane  
Boca Raton, Fl. 33498  
561-864-4440  
[aberman@accesscfo.com](mailto:aberman@accesscfo.com)

### Investor Relations

Name: n/a  
Firm: n/a  
Address 1: n/a  
Address 2: n/a  
Phone: n/a  
Email: n/a

### Other Service Providers

Provide the name of any other service provider(s) that **that assisted, advised, prepared or provided information with respect to this disclosure statement**. This includes counsel, advisor(s) or consultant(s) or provided assistance or services to the issuer during the reporting period.

Name: n/a  
Firm: n/a  
Nature of Services: n/a  
Address 1: n/a  
Address 2: n/a  
Phone: n/a  
Email: n/a

Name: n/a  
Firm: n/a  
Nature of Services: n/a

Address 1: n/a  
Address 2: n/a  
Phone: n/a  
Email: n/a

**10) Issuer Certification**

*Principal Executive Officer:*

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, Ray C. Carter certify that:

1. I have reviewed this Annual Disclosure Statement of Stemsation International, 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.

April 8, 2020


DocuSigned by:  
 [CEO's Signature]  
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*Principal Financial Officer:*

I, Ray C. Carter certify that:

1. I have reviewed this Annual Disclosure Statement of Stemsation International, 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.

April 8, 2020

DocuSigned by:  
 [CFO's Signature]  
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