

Disclosure Statement
Therapy Cells, Inc.
Annual Report for the Twelve Months Ended December 31, 2012

Part A General Company Information

Item I. Name:

Therapy Cells, Inc. (name effective 05/20/2011)
(Formerly listed as: Diamond Information Institute, Inc.)

Item II. Address of issuer's principle executive offices::

Therapy Cells, Inc
1712 Pioneer Ave. Ste. 101, Cheyenne, WY, 82001

Item III. The jurisdiction(s) and date of the issuer's incorporation or organization:

Re-domiciled to the State of Wyoming, effective date 5/20/2011.

Part B. Share Structure

Item IV. The exact title and class of securities outstanding:

Therapy Cells, Inc has authorized and issued the following classes of stock:

Common Shares:	Authorised 500,000,000 Shares Issued 77,297,352 Shares
Preferred Shares:	Series A Authorised 10,000,000 Issued 900,010 Shares
	Series B Authorised 10,000,000 Issued Nil Shares
	Series C Authorised 10,000,000 Issued Nil Shares
	Series D Authorised 30,000,000 Issued Nil Shares
	Series E Authorised 30,000,000 Issued 1,903,747 Shares
	Series F Authorised 10,000,000 Issued Nil Shares

Item V. Par or stated value and description of the security:

Common Stock CUSIP: 88337C-102

The company has 500,000,000 Common shares authorized at \$0.0001 Par, 77,297,359

issued and outstanding as of December 31, 2012 of which 34,197,359 are free trading shares.

The company has 100,000,000 Preferred shares authorized, par value \$0.0001, 2,803,757

issued and outstanding as of December 31, 2012.

Item VI. Number of Shares

	For the Years Ended December 31,	
	2012	2011
<u>Common Stock</u>		
Shares authorized	500,000,000	500,000,000
Shares outstanding	77,297,359	1,037,359
Freely tradable	47,297,359	370,691
Float	13,203,343	-
Beneficial shareholders	3	2
Shareholders of record	33	18
<u>Preferred Stock</u>		
Freely Tradable	-	-
Beneficial Shareholders	-	-
Shareholders of record	9	9

Part C Business Information

Item VII. The name and address of the transfer agent:

Action Stock Transfer Corp
7069 S. Highland Dr, Suite 300
Salt Lake City, Utah 84121
Telephone: 801-274-1088
Fax: 801-274-1099

The Transfer Agent is registered under the Exchange Act and under the authority of the SEC

Item VIII. The nature of the issuer's business:

A. Business Development

Therapy Cells, Inc.

The Company, was organized under the laws of the State of New Jersey on October 24, 1988. On May 20, 2011, the Company was re-domiciled under the laws of the State of Wyoming and the stockholders approved an amendment to the Certificate of Incorporation to change the name to Therapy Cells, Inc. ("Therapy" or the "Company").

Since approximately 1995, the Company had been involved in the designing, manufacturing, and distribution of fine jewellery throughout the United States under its trade name "Bergio".

On October 19, 2009, the Company entered into a share exchange agreement wherein the Company sold all of its assets and liabilities associated with its jewellery business to Alba Mineral Exploration, Inc ("Alba"). As consideration for the sale, Alba issued 2,585,175 shares of its common stock to shareholders of the Company. As a result of this share exchange, the Company's former jewellery business was discontinued.

On February 2, 2010 Bergio International, Inc. ("Bergio") entered into a share purchase agreement with Macau Consultants and Advisory Services Inc ("Macau"), which closed effective as of March 18, 2010. In accordance with the terms and provisions of the agreement, Bergio sold an aggregate of 11,852,700 shares of common stock, representing 99% of the total outstanding capital stock of the Company, to Macau in exchange for \$225,000. The closing of the Agreement occurred March 18, 2010. New officers and directors of the Company were appointed and a change of control of the Company occurred.

On May 17, 2010 the Company purchased all of the issued and outstanding capital stock of Serengeti Consulting Inc. ("Serengeti"), an entity under common control by issuing 250,000 shares of Series C Preferred stock of the Company.

On August 26, 2011, Therapy Cells Inc purchased 90.9% of the Common Stock of Therapy Cells Limited (TCL), a New Zealand Corporation, for 3,000,000 shares of it's Preferred Series C Stock. TCL is actively doing business in the cell repair and cell replacement of Equine stock at present but actively pursuing FDA approval to be used for repair of the Human Body. Since the company's acquisition of TCL they have made a decision to pursue only Therapy Cell related business in the future.

The Company was organized under the laws of the State of New Jersey on October 24, 1988. On May 20, 2011, the Company was re-domiciled under the laws of the State of Wyoming and the stockholders approved an amendment to the Certificate of Incorporation to change the name to Therapy Cells, Inc. ("Therapy" or the "Company").

Since approximately 1995, the Company had been involved in the designing, manufacturing, and distribution of fine jewellery throughout the United States under its trade name "Bergio".

On October 19, 2009, the Company entered into a share exchange agreement wherein the Company sold all of its assets and liabilities associated with its jewellery business to Alba Mineral Exploration, Inc ("Alba"). As consideration for the sale, Alba issued 2,585,175 shares of its common stock to shareholders

of the Company. As a result of this share exchange, the Company's former jewellery business was discontinued.

B. Business Description:

1. SIC Code Primary 5094

2. The Company's business operations now consist of actively doing business in the cell repair and cell replacement of Equine stock at present but actively pursuing FDA approval to be used for repair of the Human Body. Since the company's acquisition of TCL they have made a decision to pursue only Therapy Cell related business in the future.

3. The Company has no affiliates. The Company does not believe that it is subject to or will be affected by any governmental regulation.

4. The Company has not incurred any research and development costs in the last 2 years. The Company has not incurred any environmental compliance costs. The Company presently has 2 part time employees.

5. The costs of compliance with Federal, State or Local laws is born by each company in the normal day to day operations and is not excessive.

Item IX. The nature of products or services offered.

The Company's business operations now consist of actively doing business in the cell repair and cell replacement of Equine stock at present but actively pursuing FDA approval to be used for repair of the Human Body. Since the company's acquisition of TCL they have made a decision to pursue only Therapy Cell related business in the future.

Item X. Nature and extent of the issuer's facilities.

The Company does not maintain any facilities. Its address in Las Vegas is an office for receiving mail. The employees work from the respective homes or travel to the customers business to provide the services.

Part D Management and Control Structure

Item XI. The names of the chief executive officer, members of the board of directors, and control persons.

A. Officers and Directors

1. Full Name: Patrick Casey – Director

Business Address: 1712 Pioneer Ave. Ste. 101, Cheyenne, WY, 82001

Employment History:

Therapy Cells, Inc / February 2011 to Present

Compensation: \$Nil per year.

Number of issuer's shares owned: Nil Common Stock

2. Full Name: Christopher Glover – Director

Business Address: 1712 Pioneer Ave. Ste. 101, Cheyenne, WY, 82001

Employment History:

Therapy Cells, Inc / February 2011 to Present

Compensation: \$Nil per year.

Number of issuer's shares owned: 900,010 Preference Stock Series A

4. Full Name: Daniel McCormick – Director

Business Address: 1712 Pioneer Ave. Ste. 101, Cheyenne, WY, 82001

Employment History:

Therapy Cells, Inc / February 2013 to Present

Compensation: \$Nil per year.

Number of issuer's shares owned: Nil Common Stock

5. Full Name: John Meredith – Chief Finance Officer

Business Address: 1712 Pioneer Ave. Ste. 101, Cheyenne, WY, 82001

Employment History:

Therapy Cells, Inc / February 2011 to Present

Compensation: \$Nil per year.

Number of issuer's shares owned: Nil Common Stock

B. Legal/Disciplinary: None

C. Disclosure of Family Relationships: None

D. Disclosure of Related Party Transactions. No Current or Anticipated Related Party Transactions

E. Disclosure of Conflicts of Interest. There are no conflicts of interest

Item XII Financial information for the company's most recent fiscal period.

The Financial Statements of the Company are the representation of Management.

THERAPY CELLS, INC.

Consolidated Balance Sheets (Unaudited)

<u>ASSETS</u>		
	December 31, 2012	December 31, 2011
CURRENT ASSETS		
Cash	\$-	\$-
Accounts receivable	39,255	38,879
Prepaid expenses	33,333	33,333
Total Current Assets	72,588	72,212
OTHER ASSETS		
Property and equipment, net	1,561	1,561
Investments	15,000	15,000
Minority interest	930	930
TOTAL ASSETS	\$90,079	\$89,703
<u>LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)</u>		
CURRENT LIABILITIES		
Bank overdraft	\$39	\$1,544
Related party payables	76,006	76,069
Accounts payable and accrued expenses	500,659	373,223
Accrued interest payable	63,633	63,633
Convertible notes payable, related party	363,000	363,000
Total Current Liabilities	1,003,337	877,469
TOTAL LIABILITIES	1,003,337	877,469
STOCKHOLDERS' EQUITY (DEFICIT)		
Series A Preferred stock, \$0.0001 par value, 10,000,000 shares authorized, no shares issued and outstanding, respectively	90	90
Series B Preferred stock, \$0.0001 par value, 10,000,000 shares authorized, no shares issued or outstanding.	-	-
Series C Preferred stock, \$0.0001 par value, 10,000,000 shares authorized, no shares issued and outstanding.	-	-
Series D Preferred stock, \$0.0001 par value, 30,000,000 shares authorized, no shares issued and outstanding, respectively	-	-
Series E Preferred stock, \$0.0001 par value, 30,000,000 shares authorized, no shares issued and outstanding, respectively	190	198
Series F Preferred stock, \$0.0001 par value, 10,000,000 shares authorized, no shares issued and outstanding, respectively	-	-
Common stock, \$0.0001 par value, 2,800,000,000 shares authorized, 1,306,675 and 9 shares issued and outstanding, respectively	7,730	104
Additional paid-in capital	2,297,662	2,305,280
Accumulated other comprehensive income (loss)	(11,557)	(11,557)
Accumulated deficit	(3,207,373)	(3,081,881)
Total Stockholders' Equity (Deficit)	(913,258)	(787,766)
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)	\$90,079	\$89,703

The accompanying notes are an integral part of these financial statements.

THERAPY CELLS, INC.
Statements of Operations
(Unaudited)

For the Year
Ended
December 31,

	<u>2012</u>	<u>2011</u>
REVENUE	10,164	90,044
OPERATING EXPENSES		
General and administrative expenses	130,070	310,864
Compensation	-	77,235
Depreciation expense	-	571
Impairment expense	-	119,022
Total Operating Expenses	<u>130,070</u>	<u>507,692</u>
LOSS FROM OPERATIONS	<u>(119,906)</u>	<u>(417,648)</u>
OTHER INCOME (EXPENSES)		
Interest expense	(5,586)	(23,228)
Loss on sale of assets	-	(7,704)
Total Other Income (Expenses)	<u>(5,586)</u>	<u>(30,932)</u>
LOSS BEFORE INCOME TAXES	<u>(125,492)</u>	<u>(448,580)</u>
Provision for income taxes	-	-
NET LOSS	<u>(125,492)</u>	<u>(448,580)</u>
OTHER COMPREHENSIVE INCOME (LOSS)		
Foreign currency translation adjustments	-	(1,513)
TOTAL COMPREHENSIVE LOSS	<u><u>\$(125,492)</u></u>	<u><u>\$(450,093)</u></u>
NET LOSS PER COMMON SHARE - BASIC AND DILUTED	<u><u>\$-</u></u>	<u><u>\$(0.43)</u></u>
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING	77,297,352	1,037,352

The accompanying notes are an integral part of these financial statements.

THERAPY CELLS, INC.
**Statements of Stockholders' Equity
(Deficit)**
(Unaudited)

	<u>Series A Preferred Stock</u>		<u>Series B Preferred Stock</u>		<u>Series C Preferred Stock</u>		<u>Series E Preferred Stock</u>		<u>Common Stock</u>		Additional	Accumulated other Comprehensive	Accumulated	
	<u>Shares</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>	<u>Paid-in Capital</u>	<u>Payable</u>	<u>Deficit</u>	<u>Total</u>
Balance, December 31, 2008	-	\$-	-	\$-	-	\$-	-	\$-	8	\$1	\$1,611,349	\$-	\$(1,499,396)	\$111,954
Common stock issued for services at \$0.125 per share	-	-	-	-	-	-	-	-	1	-	60,999	-	-	60,999
Net loss for the year ended December 31, 2009	-	-	-	-	-	-	-	-	-	-	-	-	(172,953)	(172,953)
Balance, December 31, 2009	-	-	-	-	-	-	-	-	9	1	1,672,348	-	(1,672,349)	-
Series B Preferred stock issued for cash and services at £2.50 per share	-	-	234,000	23	-	-	-	-	-	-	349,967	-	-	349,990
Series C Preferred stock issued on acquisition of Serengeti Consulting, Inc	-	-	-	-	250,000	25	-	-	-	-	(25)	-	-	-
Common stock issued for services at \$0.15 per share	-	-	-	-	-	-	-	-	1,000,000	100	33,233	-	-	33,333
Common stock issued for conversion of convertible debt at \$0.15 per share	-	-	-	-	-	-	-	-	306,666	30	45,970	-	-	46,000
Common stock issued for services rendered at \$0.15 per share	-	-	-	-	-	-	-	-	200,000	20	29,980	-	-	30,000
Foreign currency translation adjustment	-	-	-	-	-	-	-	-	-	-	-	(10,044)	-	(10,044)
Rounding shares	-	-	-	-	-	-	-	-	11	-	-	-	-	-
Net loss for the year ended December 31, 2010	-	-	-	-	-	-	-	-	-	-	-	-	(960,952)	(960,952)
Balance, December 31, 2010	-	-	234,000	23	250,000	25	-	-	1,506,686	151	2,131,473	(10,044)	(2,633,301)	(511,673)
Series A Preferred stock issued for services rendered at \$0.15 per share	900,010	90	-	-	-	-	-	-	-	-	134,910	-	-	135,000
Common stock issued for outstanding debt at \$0.15 per share	-	-	-	-	-	-	-	-	82,667	8	12,392	-	-	12,400
Common stock issued for services rendered at \$0.15 per share	-	-	-	-	-	-	-	-	177,333	18	26,582	-	-	26,600
Conversion of Series B & C stock and Common stock into Series E stock	-	-	(234,000)	(23)	(250,000)	(25)	1,980,007	198	(729,339)	(73)	(77)	-	-	-
Rounding shares	-	-	-	-	-	-	-	-	12	-	-	-	-	-
Foreign currency translation adjustment	-	-	-	-	-	-	-	-	-	-	-	(1,513)	-	(1,513)
Net loss for the year ended December 31, 2011	-	-	-	-	-	-	-	-	-	-	-	-	(448,580)	(448,580)
Balance, December 31, 2011	900,010	90	-	-	-	-	1,980,007	198	1,037,359	104	2,305,280	(11,557)	(3,081,881)	(787,766)
Conversion of Series E stock into Common stock	-	-	-	-	-	-	(76,260)	(8)	76,260,000	7,626	(7,618)	-	-	-
December 31, 2012	-	-	-	-	-	-	-	-	-	-	-	-	(125,492)	(125,492)
Balance, December 31, 2012	900,010	90	-	-	-	-	1,903,747	190	77,297,359	7,730	2,297,662	(11,557)	(3,207,373)	(913,258)

The accompanying notes are an integral part of these financial statements.

THERAPY CELLS, INC.
Statements of Cash Flows
(Unaudited)

	For the Year Ended	
	December 31,	
	<u>2012</u>	<u>2011</u>
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	\$(125,492)	\$(448,580)
Adjustments to reconcile net loss to net used by operating activities:		
Depreciation, impairment and loss on disposals	-	119,593
Changes in operating assets and liabilities		
Accounts receivable	(376)	(15,895)
Accounts payable and accrued expenses	127,436	350,953
Net Cash Provided by Operating Activities	<u>1,568</u>	<u>6,071</u>
CASH FLOWS FROM INVESTING ACTIVITIES:		
Disposal of assets	-	(7,704)
Net Cash Used in Investing Activities	<u>-</u>	<u>(7,704)</u>
CASH FLOWS FROM FINANCING ACTIVITIES:		
Changes in related party loans	(63)	-
Net Cash Used in Financing Activities	<u>(63)</u>	<u>-</u>
NET INCREASE (DECREASE) IN CASH	1,505	(1,633)
CASH AT BEGINNING OF PERIOD	<u>(1,544)</u>	<u>89</u>
CASH AT END OF PERIOD	<u><u>\$(39)</u></u>	<u><u>\$(1,544)</u></u>
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:		
CASH PAID FOR:		
Interest	\$5,586	\$23,228
Income Taxes	-	-

The accompanying notes are an integral part of these financial statements.

THERAPY CELLS, INC.
Notes to the Financial Statements
December 31, 2012 and 2011
(Unaudited)

NOTE 1 - DESCRIPTION OF BUSINESS

Diamond Information Institute Inc., was organized under the laws of the State of New Jersey on October 24, 1988. On May 20, 2011, the Company was redomiciled under the laws of the State of Wyoming and the stockholders approved an amendment to the Certificate of Incorporation to change the name to Therapy Cells, Inc. ("Therapy" or "the Company").

Since approximately 1995, the Company had been involved in the designing, manufacturing, and distribution of fine jewellery throughout the United States under its tradename "Bergio".

On October 19, 2009, the Company entered into a share exchange agreement wherein the Company sold all of its assets and liabilities associated with its jewellery business to Alba Mineral Exploration, Inc ("Alba"). As consideration for the sale, Alba issued 2,585,175 shares of its common stock to shareholders of the Company. As a result of this share exchange, the Company's former jewelry business was discontinued.

On February 2, 2010 Bergio International, Inc. (f/k/a Alba Minerals, Inc. or "Bergio") entered into a share purchase agreement with Macau Consultants and Advisory Services Inc ("Macau"), which closed effective as of March 18, 2010. In accordance with the terms and provisions of the Agreement, Bergio sold an aggregate of 11,852,700 shares of common stock, representing 99% of the total outstanding capital stock of the Company, to Macau in exchange for \$225,000. The closing of the Agreement occurred March 18, 2010. New officers and directors of the Company were appointed and a change of control of the Company occurred.

On September 28, 2009 the Company entered into a Memorandum of Understanding with Serengeti Consulting Inc. ("Serengeti"), a related party, to purchase all of the capital stock of Serengeti. This agreement was approved by the Board on May 14, 2010 and completed on May 17, 2010. The Company issued 250,000 shares of Preferred C stock in a stock for stock transaction for all of the shares of Serengeti. Serengeti is currently a wholly owned subsidiary of the Company.

On August 26, 2011, Therapy Cells Inc purchased 90.9% of the Common Stock of Therapy Cells Limited (TCL), a New Zealand Corporation, for 3,000,000 shares of its Preferred Series C Stock. TCL is actively doing business in the cell repair and cell replacement of Equine stock at present but actively pursuing FDA approval to be used for repair of the Human Body. Since the company's acquisition of TCL they have made a decision to pursue only Therapy Cell related business in the future.

The Company's business operations now consist of actively doing business in the cell repair and cell replacement of Equine stock at present but actively pursuing FDA approval to be used for repair of the Human Body. Since the company's acquisition of TCL they have made a decision to pursue only Therapy Cell related business in the future.

NOTE 2 - RELATED PARTY TRANSACTIONS

The Company received periodic advances from its principal stockholder based upon the Company's cash flow needs.

NOTE 3 - EQUITY

The Company converted 76,260 Series E Preferred stock into 76,260,000 shares of common stock in March 2012.

Item XIV. Beneficial Owners

<u>Principal Stockholder's Name</u>	<u>Number of Shares Owned</u>	<u>Percentage</u>
Patrick Casey	10,000,000 Common Stock	13%
Address: 522 SH16, Kumeu, New Zealand 95616		
Garry Green	10,000,000 Common Stock	13%
Address: 95 Moontide Road, Kumeu, New Zealand 0892		
Nejo Ltd	10,000,000 Common Stock	13%
Brooklands, St Marks Road, Tunbridge Wells, Kent UK TN2 5LU		

Item XV. The name, address, telephone number, and email address of each of the following outside providers

1. Investment Banker: - None
2. Promoters: - None
3. Counsel: - Lar Law Group, 6 Butler Court, Centereach, New York 11720
Telephone: 631-748-4573.
4. Accountant or Auditor: - None
5. Public Relations Consultant(s): - None
6. Investor Relations Consultant: - None

Item XVI. Management's Discussion and Analysis of Operations

The Company's business operations now consist of actively doing business in the cell repair and cell replacement of Equine stock at present but actively pursuing FDA approval to be used for repair of the Human Body. Since the company's acquisition of TCL they have made a decision to pursue only Therapy Cell related business in the future.

The Company plans on using consultants to execute its business plan as much as possible. That way management is able to access the very best in the industry sectors that the Company will be operating in and the Company will not be encumbered with considerable expensive overhead. Management believes that the Company's business model should insulate it from major market downturns since the market sector the Company will be operating in will be fee based.

Management believes that regardless of whether the Company is in a Bear cycle or a Bull market run, there will always be a demand for Cell repair. Management believes that the Company has the best of both worlds since the Company should prosper from the Bear and Bull Market cycles. The only determinant for the Company in determining how fast it can grow its business will be in the Company's success in obtaining the necessary funds for deployment into good qualifying business models. Management of the Company looks forward to the future with great anticipation.

Part E Issuance History

Item XVII. List of securities and shares issued for services in the past two years

On April 8, 2011 the Company issued 900,010 shares of Series A preferred stock as consideration for services rendered. The shares were valued at \$0.15 per share, for a total value of \$135,000.

In April 2010, the Company issued 134,000 shares of Series B preferred stock ("Series B") at \$2.50 per share, in exchange for services totalling \$274,990 and for cash of \$60,000.

On April 8, 2011 the Company issued 100,000 shares of Series B preferred stock as consideration for services rendered. The shares were valued at \$0.15 per share, for a total value of \$15,000.

On August 17, 2011 the Company converted 234,000 shares of Series B preferred stock, along with 729,339 shares of common stock, into 1,980,007 shares of Series E preferred stock, pursuant to the conversion terms of each respective class of stock.

On May 17, 2010, the Company issued 250,000 shares of Series C preferred stock ("Series C") in exchange for all the shares issued and outstanding of Serengeti Consulting, Inc. valued at \$0.0001 per share. This issue was subsequently converted to Series E preferred stock.

On August 17, 2011 the Company converted 234,000 shares of Series B preferred stock, along with 729,339 shares of common stock, into 1,980,007 shares of Series E preferred stock, pursuant to the conversion terms of each respective class of stock. In addition, the Company issued 300,000 shares of series E preferred stock upon conversion of \$300,000 in debts payable to a related party.

On May 31, 2010, the Company issued 1,000,000 (post-split) shares of common stock at \$0.15 per share, under employment agreements with its then three officers in advance of services totalling \$150,000. As of December 31, 2010, two of the officers have resigned and \$116,667 has been recorded as compensation.

On November 22, 2010 the Company issued 200,000 (post-split) shares of common stock as consideration for services rendered. The shares were issued at \$0.15 per share, for an aggregate value of \$30,000.

On July 22, 2010, the note holder elected to convert \$46,000 of the outstanding convertible notes payable into 306,666 (post-split) shares of common stock of the Company.

On April 19, 2011 the Company issued 82,667 shares of common stock in satisfaction of certain outstanding Company debts. The shares were issued at \$0.15 per share, for a total value of \$12,400.

On April 19, 2011 the Company issued 177,333 shares of common stock as consideration for services rendered. The

shares were issued at \$0.15 per share, for a total value of \$26,600.

On August 17, 2011 the Company converted 234,000 shares of Series B preferred stock, along with 729,339 shares of common stock, into 1,980,007 shares of Series E preferred stock, pursuant to the conversion terms of each respective class of stock.

On March 28, 2012 the Company converted 76,260 of Series E preferred stock into 76,260,000 shares of common stock, pursuant to the conversion terms of each respective class of stock.

Item XVIII. Material Contracts

There are no material contracts

Item XIX. Articles of Incorporation and Bylaws.

Previously posted to OTC Markets Group on March 21, 2012.

Item 9 Certifications.

I, Christopher Glover, certify that:

1. I have reviewed this annual disclosure statement of Therapy Cells, 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: February 11, 2013

/s/Christopher Glover
Christopher Glover Director

I, Daniel McCormick, certify that:

1. I have reviewed this annual disclosure statement of Therapy Cells, 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: February 11, 2013

/s/ Daniel McCormick
Daniel McCormick Director