

OTCQB Certification President

I, Itamar Shimrat, President of Cell Source, Inc. ("the Company"), certify that:

1. The Company is registered or required to file periodic reporting with the SEC or is exempt from SEC registration as indicated below (mark the box below that applies with an "X"):

 Company is registered under Section 12(g) of the Exchange Act
 Company is relying on Exchange Act Rule 12g3-2(b)
 Company is a bank that reports to a Bank Regulator under Section 12(i) of the Exchange Act
 Company is a bank that is non-SEC reporting but is current in its reporting to a Banking Regulator
 Company is reporting under Section 15(d) of the Exchange Act.
 Company is reporting under the Alternative Reporting Company Disclosure Guidelines
 Company is reporting under Regulation A (Tier 2)
 Other (describe)

2. The Company is current in its reporting obligations as of the most recent fiscal year end and any subsequent quarters, and such information has been posted either on the SEC's EDGAR system or the OTC Disclosure & News Service, as applicable.

3. The company is duly organized, validly existing and in good standing under the laws of the State of Nevada in which the Company is organized or does business.

4. The share information below is for the primary OTCQB traded security as of the latest practicable date:

Trading Symbol		<u>CLCS</u>
The data in this chart is as of:		<u>03/13/2023</u>
Shares Authorized	(A)	<u>200,000,000</u>
Total Shares Outstanding	(B)	<u>37,190,174</u>
Number of Restricted Shares ¹	(C)	<u>30,340,410</u>
Unrestricted Shares Held by Officers, Directors, 10% Control Persons & Affiliates	(D)	<u>0</u>
Public Float: <i>Subtract Lines C and D from Line B</i>	(E)	<u>6,849,764</u>
% Public Float: <i>Line E Divided by Line B (as a %)</i> ²	(F)	<u>18.4</u>
Number of Beneficial Shareholders of at least 100 shares ³	(G)	<u>488</u>

¹ Restricted Shares means securities that are subject to resale restrictions for any reason. Your transfer agent should be able to provide the total number of restricted securities.

² Public Float means 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 "10 percent Control Person"), or any Affiliates thereof, or any Family Members of officers, directors, and control persons. Family Member shall mean a Person's spouse, parents, children, and siblings, whether by blood, marriage or adoption, or anyone residing in such Person's home. OTCQB traded securities are required to have a freely traded public float of at least 10% of the shares outstanding unless an exemption applies.

³ Beneficial Shareholder means any person who, directly or indirectly has or shares voting power of such security or investment power, which includes the power to dispose, or to direct the disposition of, such security. OTCQB traded securities are required to have at least 50 beneficial shareholders unless an exemption applies.

5. Convertible Debt:

The following is a complete list of all promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities that were issued or outstanding at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this OTCQB Certification:

Check this box if there were no promissory notes, convertible notes, or other convertible debt arrangements issued or outstanding at any point during this time period.

Date of Note Issuance	Principal Amount at Issuance (\$)	Outstanding Balance (\$) ⁴	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	# of Potential Shares to be Issued Upon Conversion ⁵	Name of Noteholder (entities must have individual with voting / investment control disclosed). ⁶	Reason for Issuance (e.g., Loan, Services, etc.)
07/24/15	20,000	35,0709	02/15/21	See Note 1 below	0	46,760 common shares	Imer Lita	Loan
05/18/17	180,000	189,000	05/18/18	See Note 2 below.	0	252,000 common shares	Four note holders, each \$45,000: DAVID ZOLTY INVESTMENT ULC (Principal is David Zolty); HELLEN SAMUEL INVESTMENT ULC (Principal is Hellen Samuel); HONEY KAMENETSKY INVESMENT ULC (Principal is Honey Kamenetsky); SOLOMON ZOLTY	Loan

⁴ The Outstanding Balance is to include accrued interest.

⁵ The total number of shares that can be issued upon full conversion of the Outstanding Balance. The number should not factor any "blockers" or limitations on the percentage of outstanding shares that can be owned by the Noteholder at a particular time. For purposes of this calculation, please use the current market pricing (e.g. most recent closing price, bid, etc.) of the security if conversion is based on a variable market rate.

⁶ International Reporting Companies may elect not to disclose the names of noteholders who are non-affiliates of the company. "Affiliate" is a Person that directly, or indirectly through one or more intermediaries, controls or is controlled by, or is under common control with, an officer, a director, or a shareholder beneficially owning 10 percent or more of the Company's outstanding shares.

							INVESTMENT ULC (Principal is Solomon Zolty)	
05/18/17	180,000	189,000	05/18/18	See Note 1 below.	.	252,000 common shares	Phyllis Friedman Investment ULC (principal is Ben Friedman)	Loan
10/31/21	3,500,000	4,211,019	04/28/23	Holder can convert principal into Series B Preferred at \$7.50 per share at any time after creation of Series B Preferred Stock.	0	466,667 Series B Preferred shares	Darlene Soave	Loan
10/07/16	125,000	125,000	06/30/17	See Note 3 below.	0	166,667 common shares	RFF Family partnership (Principal is Robert Friedman)	Loan
10/07/16	125,000	125,000	06/30/17	See Note 3 below	0	166,667 common shares	AT Media (Principal is Carl Casserta)	Loan
07/08/21	50,000	0	01/08/22	See Note 4 below	3,333 Series C Preferred shares	0	Thomas A. Mccarter	Loan
07/12/21	25,000	0	01/12/22	See Note 4 below	3,333 Series C Preferred shares	0	Gerald Greenberg	Loan
07/19/21	100,000	0	01/19/22	See Note	13,333 Series C	0	Geoffrey A. Ortley	Loan

				4 below	Preferred shares		Revocable Trust	
07/19/21	25,000	0	01/19/22	See Note 4 below	3,333 Series C Preferred shares	0	Victor and Margeret Quinn	Loan
07/19/21	25,000	0	01/19/22	See Note 4 below	3,333 Series C Preferred shares	0	Robert and Roslyn Brody	Loan
07/19/21	25,000	0	01/19/22	See Note 4 below	3,333 Series C Preferred shares	0	Charles P. Karazia	Loan
07/22/21	25,000	0	01/22/22	See Note 4 below	3,333 Series C Preferred shares	0	Joseph and Laura Carabellow	Loan
07/28/21	25,000	0	01/28/22	See Note 4 below	3,333 Series C Preferred shares	0	Donald Kittredge	Loan
07/28/21	50,000	0	01/28/22	See Note 4 below	6,666 Series C Preferred shares	0	Next generation Trust Company as Custodian FBO Howard Siegel IRA 4115	Loan
07/30/21	25,000	0	01/30/22	See Note 4 below	26,666 Series C Preferred shares	0	Ingram Tynes	Loan
07/30/21	50,000	0	01/30/22	See Note 4 below	6,666 Series C Preferred shares	0	Paul A. MacDonald Revocable Trust	Loan
08/05/21	100,000	0	02/05/22	See Note 4 below	13,333 Series C Preferred shares	0	Peter V. Claussen	Loan
08/10/21	127,500	0	02/10/21	See Note	17,000 Series C	0	Michael J. La	Loan

				4 below	Preferred shares		Morgese	
11/09/21	180,363	0	05/09/22	See Note 4 below	24,048 Series C Preferred shares	0	Bridgeway Asset Management	Loan
08/19/21	25,000	0	02/19/22	See Note 4 below	3,333 Series C Preferred shares	0	Joseph and Eleanor Rivera	Loan
08/23/21	25,000	0	02/23/22	See Note 4 below	3,333 Series C Preferred shares	0	Thomas J. Quinn	Loan
08/23/21	25,000	0	02/23/22	See Note 4 below	3,333 Series C Preferred shares	0	Zachary Silverstein	Loan
08/28/21	100,000	0	02/28/22	See Note 4 below	13,333 Series C Preferred shares	0	Randall C. Orly Revocable Trust	Loan
09/01/21	25,000	0	03/01/22	See Note 4 below	3,333 Series C Preferred shares	0	Joseph Monzo	Loan
08/24/21	75,000	0	02/24/22	See Note 4 below	10,000 Series C Preferred shares	0	Court Murtland	Loan
08/26/21	25,000	0	02/26/22	See Note 4 below	3,333 Series C Preferred shares	0	Next Generation Trust Company as Custodian FBO Thoas C. Lucas IRA 4120	Loan
09/14/21	75,000	0	03/14/22	See Note 4 below	10,000 Series C Preferred shares	0	The Youngman Irrevocable Trust of 2007	Loan

09/10/21	100,000	0	03/10/22	See Note 4 below	13,333 Series C Preferred shares	0	Paul Woodward	Loan
09/21/21	98,198	0	03/21/22	See Note 4 below	13,093 Series C Preferred shares	0	Calby AB/Jonas Carlsson Paul Woodward	Loan
12/09/21	25,000	0	06/09/22	See Note 4 below	3,333 Series C Preferred shares	0	Frederick Chassman	Loan
12/13/21	20,000	0	06/13/22	See Note 4 below	2,667 Series C Preferred shares	0	James Koehler	Loan
12/15/21	40,000	0	06/15/22	See Note 4 below	5,333 Series C Preferred shares	0	Tyler Haehn	Loan
02/02/22	25,000	0	08/02/22	See Note 4 below	3,333 Series C Preferred shares	0	Donald Kittredge	Loan
03/22/22	20,000	0	09/03/22	See Note 4 below	2,667 Series C Preferred shares	0	Robert D. Crocitto	Loan
04/01/22	50,000	0	10/01/22	See Note 4 below	6,667 Series C preferred shares	0	Ori C. Filhart	Loan
03/22/22	50,000	0	09/22/22	See Note 4 below	6,667 Series C Preferred shares	0	Peter V. Claussen	Loan
08/11/22	50,000	51,957	02/11/23	See Note 4 below	0	6,667 Series C Preferred shares	Barry Magnus	Loan

08/05/22	100,000	0	12/31/22	See Note 4 below	13,333 Series C Preferred shares	0	Michael Norton	Loan
11/10/22	50,000	50,968	05/10/23	See Note 4 below	0	6,667 Series C Preferred shares	James Hennessey	Loan
12/01/22	50,000	50,742	06/01/23	See Note 4 below	0	6,667 Series C Preferred shares	Paul A. MacDonald Revocable Trust	Loan
12/16/22	50,000	50,570	06/16/23	See Note 4 below	0	6,667 Series C Preferred shares	Geoffrey A. Ortley Revocable Trust	Loan
12/14/22	25,000	25,296	06/14/23	See Note 4 below	0	3,333 Series C Preferred shares	Bruce H. Ward	Loan
12/19/22	50,000	50,527	06/19/23	See Note 4 below	0	6,667 Series C Preferred shares	Kathleen A. Ciulla Living Trust Dated November 27,	Loan
12/14/22	105,000	106,242	06/14/23	See Note 4 below	0	14,000 Series C Preferred shares	Clifford Clyde	Loan
12/29/22	50,000	50,430	06/29/23	See Note 4 below	0	16,667 Series C Preferred shares	Randall C. Ortley Revocable Trust	Loan
12/28/22	25,000	25,220	06/28/23	See Note 4 below	0	3,333 Series C Preferred Shares	Quantum Leben (Peter Hermann Gobel is control person)	Loan
03/10/22	2,500,000	2,781,889	08/02/22	Holder can convert principal into	0	333,333 Series B Preferred shares	George Verstraete	Loan

				Series B Preferred at \$7.50 per share at any time after creation of Series B Preferred Stock				
Total Outstanding Balance:				Total Shares:	251,367	884,094		
					Series C Preferred	Common; 800,000	Series B; 70,668	Series C

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

1. On or after 16th day following maturity, can convert all or part of principal and interest into common at greater of \$0.75 per share or 70% average daily VWAP for 20 trading days prior to maturity.
 2. Could convert into Series A Preferred at \$7.50 per share for so long as Series A offering was in effect.
 3. For a period of fifteen (15) business days beginning on the Maturity Date, at the option of the Holder, the principal and any accrued interest may be converted into shares of Common Stock at a conversion rate equal to \$0.75 per share.
 4. Holder can convert principal into Series C Preferred at \$7.50 per share at any time after creation of Series C Preferred Stock.
6. The following is a complete list of any law firm(s) and attorney(s) that acted as the Company's primary legal counsel in preparing its most recent annual report. Include the firm and attorney(s) name if outside counsel, or name and title if internal counsel. (If no attorney assisted in putting together the disclosure, identify the person(s) who prepared the disclosure and their relationship to the company.) Please also identify any other attorney, if different than the primary legal counsel, that assisted the company during the prior fiscal year on any matter including but not limited to, preparation of disclosure, press releases, consulting services, corporate action or merger assistance, etc.

Giordano, Halleran & Ciesla, P.C.
Philip D. Forlenza
125 half Mile Road, Suite 300
Red bank, NJ 07701

7. The following is a complete list of third-party providers, including firm names and addresses, and primary contact names, engaged by the Company, its officers, directors or controlling shareholders, at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this OTCQB Certification, to provide investor relations services, public relations services, marketing, brand awareness, consulting, stock promotion, or any other related services to the Company. Please describe the services provided by each third-party provider listed below. If none, please state "None".

None

8. Officers, Directors and 5% Control Persons:

The following is a complete list of Officers, Directors and 5% Control Persons (control persons are beneficial owners of five percent (5%) or more of any class of the issuer's equity securities), including name, address, and number of shares owned. Preferred shares, options, warrants that can be converted into common shares within the next 60 days should be included in the shareholdings listed below. **If any of the beneficial shareholders are corporate entities, provide the name and address of the person(s) owning or controlling such corporate entities.**

Name (First, Last)	City and State (and Country if outside US)	Number of Shares Owned (list common, preferred, warrants and options separately)	Percentage of Class of Shares Owned
<u>Itamar Shimrat</u>	<u>Kiryat Gat, Israel</u>	575,004 common shares, 1,350,000 options	1.5% of common (5.0% beneficial ownership)
<u>Dennis M. Brown</u>	<u>Menlo Park, CA</u>	123,957 common shares, 450,000 options, 6,667 Series A Preferred Shares	0.3% of common (1.7% beneficial ownership), 0.5% of Series A Preferred
<u>George Verstraete</u>	<u>Bloomfield Hills, MI</u>	375,000 options, 2,000,000 warrants	0% of common (6.0% beneficial ownership)
<u>Darlene Dawn Soave</u>	<u>Bloomfield Hills, MI</u>	498,416 common shares, 133,334 Series A Preferred Shares, 375,000 options, 2,800,000 warrants	1.3% of common (12.0% beneficial ownership), 9.9% of Series A Preferred
<u>Phyllis Friedman Investment ULC controlled by Ben Friedman</u>	<u>Toronto, Canada</u>	4,549,604 common shares, 43,553 Series A Preferred shares, 300,000 options	12.2% of common (14.0% beneficial ownership), 0.9% of Series A Preferred
<u>Yeda Research & Development Co. controlled by Alon Chen and Shimshon Harel</u>	<u>Rehovat, Israel</u>	3,155,348 common shares	8.5% of common
<u>Hua Tuo Online (Hong Kong) Ltd. controlled by Jiantao Wang</u>	<u>Wanchai, Hong Kong</u>	608,223 common shares, 133,334 Series A Preferred Shares	1.6% of common (5.1% beneficial ownership), 9.9% of Series A Preferred
<u>Acuity Investments LLC controlled by George Tyler McCamy</u>	<u>Knoxville, TN</u>	533,712 common shares, 130,402 Series A Preferred Shares	1.4% of common (4.8% beneficial ownership), 9.7% of Series A Preferred
<u>IGEA Ventures, controlled by Adam C. Lipson,</u>	<u>Union, NJ (IGEA) New York, NY (Lipson)</u>	563,766 common shares, 108,667 Series A Preferred	1.5% of common (4.3% beneficial ownership), 8.1% of Series A Preferred
<u>Yair Reisner</u>	<u>Houston, TX</u>	3,782,004 options	0% of common (9.3%)

			beneficial ownership)
Ingram Tynes	Birmingham, AL	126,669 common, 23,330 Series A, 40,000 Series C Preferred, 240,000 warrants	0.3% of common (2.6% beneficial ownership), 0.7% Series A Preferred, 8.1% of Series C Preferred
Steven Tannenbaum	Thousand Oaks, CA	40,213 common, 26,667 Series C Preferred, 160,000 warrants	1.1% common (1.2% beneficial ownership), 5.4% of Series C Preferred
Susan McCracken	Ferndale, WA 16,365 common,	54,575 common, 33,333 Series C Preferred, 200,000 warrants	.01% common (1.6% beneficial ownership), 6.7% of Series C Preferred
Digimine LLC, controlled by Alan Uyrniak	Saddle River, NJ	94,951 common, 61,296 Series C Preferred, 427,776 warrants	0.3% common, (3.4% beneficial ownership) 12.4% of Series C Preferred
Paul Woodward	Kingston, TN	18,937 common, 26,666 Series C, 160,000 warrants	0.05% common (1.2% beneficial ownership), 5.4% Series C Preferred
Mario Dell'Aera	Eastchester, NY	275,401 common, 76,500 Series A	0.7% common (2.7% beneficial ownership), 5.7% Series A Preferred

Use the space below to provide any additional details, including conversion terms of any class of the issuer's equity securities:

Each share of the Company's Series A Preferred Stock is convertible into ten (10) shares of common stock.
Each share of the Company's Series C Preferred Stock is convertible into ten (10) shares of common stock.

9. Certification:

Date: March 20, 2023

Name of Certifying CEO or CFO: Itamar Shimrat

Title: President and Chief Executive Officer

Signature: /s/ Itamar Shimrat
(Digital Signatures should appear as "/s/ [OFFICER NAME]")

