

## OTCQB Certification

I, Itamar Shimrat, President and CEO of Cell Source, inc. (“the Company”), certify that:

- The Company is registered or required to file periodic reporting with the SEC or is exempt from SEC registration as indicated below:

**REGISTERED or REPORTING WITH THE SEC:**

- Company is registered under Section 12(g) of the Exchange Act  
 Company is reporting under Section 15(d) of the Exchange Act.  
 Company is a bank that reports to a Bank Regulator under Section 12(i) of the Exchange Act  
 Company is reporting under Regulation A (Tier 2)  
 Other (describe) \_\_\_\_\_

**EXEMPT FROM SEC REGISTRATION/NO SEC REPORTING OBLIGATIONS:**

- Company is exempt from registration under Exchange Act Rule 12g3-2(b)  
 Company is a bank that is non-SEC reporting but is current in its reporting to a Banking Regulator  
 Company is reporting under the Alternative Reporting Company Disclosure Guidelines and is otherwise exempt from registration and not required to file periodic reporting

- 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.
- The company is duly organized, validly existing and in good standing under the laws of the state or jurisdiction in which the Company is organized or does business.
- The share information below is for the primary OTCQB traded security as of the latest practicable date:

US Trading Symbol:		<u>CLCS</u>	<u>As of (date):</u>
Shares Authorized	(A)	200,000,000	09/30/2024
Total Shares Outstanding	(B)	43,253,897	09/30/2024
Number of Restricted Shares <sup>1</sup>	(C)	34,250,450	09/30/2024
Unrestricted Shares Held by Officers, Directors, 10% Control Persons & Affiliates	(D)	0	09/30/2024
Public Float: <i>Subtract Lines C and D from Line B</i>	(E)	9,003,447	09/30/2024
% Public Float: <i>Line E Divided by Line B (as a %)</i> <sup>2</sup>	(F)	20.8%	09/30/2024
Number of Beneficial Shareholders of at least 100 shares <sup>3</sup>	(G)	497	09/30/2024

<sup>1</sup> 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.

<sup>2</sup> 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.

<sup>3</sup> 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. **(If the note is no longer outstanding as of the current date, but was outstanding during the previously described period, the note must still be disclosed in the table below.):**

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

Date of Note Issuance	Principal Amount at Issuance (\$)	Outstanding Balance (\$) <sup>4</sup>	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 <sup>5</sup>	Name of Noteholder (entities must have individual with voting / investment control disclosed). <sup>6</sup>	Reason for Issuance (e.g., Loan, Services, etc.)
07/24/15	20,000	38,416	02/15/21	See Note 1 below	0	48,488 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 INVESTMENT ULC (Principal is Honey Kamenetsky); SOLOMON	Loan

<sup>4</sup> 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.

<sup>5</sup> 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.

							ZOLTY 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	4,843,569	10/28/23	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 Revocable Trust	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 Freedman)	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
08/11/22	50,000	0	02/11/23	See Note 4 below	6,667 Series C Preferred shares	0	Barry Magnus	Loan
08/05/22	100,000	130,194	12/31/22	See Note 5 below	0	13,333 Series C Preferred shares	Michael Norton	Loan

11/10/22	50,000	0	05/10/23	See Note 5 below	6,667 Series C Preferred shares	0	James Hennessey	Loan
12/01/22	50,000	0	06/01/23	See Note 5 below	6,667 Series C Preferred shares	0	Paul A. MacDonald Revocable Trust	Loan
12/16/22	50,000	0	06/16/23	See Note 5 below	6,667 Series C Preferred shares	0	Geoffrey A. Orley Revocable Trust	Loan
12/14/22	25,000	0	06/14/23	See Note 5 below	3,333 Series C Preferred shares	0	Bruce H. Ward	Loan
12/19/22	50,000	0	06/19/23	See Note 5 below	6,667 Series C Preferred shares	0	Kathleen A. Ciulla Living Trust Dated November 27,	Loan
12/14/22	105,000	0	06/14/23	See Note 5 below	14,000 Series C Preferred shares	0	Clyde Clifford	Loan
12/29/22	50,000	0	06/29/23	See Note 5 below	16,667 Series C Preferred shares	0	Randall C. Orley Revocable Trust	Loan
12/28/22	25,000	0	06/28/23	See Note 5 below	3,333 Series C Preferred shares	0	Quantum Leben (Peter Hermann Gobel is control person)	Loan
03/10/22	3,696,708	4,413,541	02/02/23	Holder can convert principal into Series B Preferred at \$7.50 per share at any	0	492,894 Series B Preferred shares	Darlene Soave Revocable Trust	Loan

				time after creation of Series B Preferred Stock				
07/08/23	25,000	28,278	01/08/24	See Note 5 below	0	3,333 Series C Preferred shares	Ralph Spinelli	Loan
08/17/23	100,000	0	02/17/23	See Note 5 below	13,333 Series C Preferred shares	0	Dennis Peterson	Loan
08/08/23	40,000	0	02/08/24	See Note 5 below	5,333 Series C Preferred shares	0	Robert O. Mayer Exempt Trust	Loan
10/17/23	50,000	0	04/17/24	See Note 5 below	6,667 Series C Preferred shares	0	Anthony Amadio	Loan
05/08/23	25,000	28,486	11/08/23	See Note 5 below	3,333 Series C Preferred Shares	0	Michael Chieco	Loan
11/30/23	50,000		05/30/24	See Note 5 below	6,667 Series C Preferred Shares	0	Scott Hilleary	Loan
12/23/23	\$50,000	53,847	12/23/24	See Note 5 below	0	6,667 Series C Preferred Shares	MIS Equity Strategies LP	Loan
12/26/24	25,000	26,903	12/26/24	See Note 5 below	0	3,333 Series C Preferred Shares	Anthony and Angela Reed Family Trust	Loan

<b>Total Outstanding</b>		<b>Total Shares:</b>	106,001	885,822
<b>Balance:</b>	\$10,191,234		Series C	Common;
			Preferred	959,561
			(convertible	Series B;
			into	26,666
			1,060,010	Series C
			shares of	
			Common	
			Stock)	

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 and principal automatically converts into Series C Preferred at \$7.50 per share upon maturity.
5. Holder can convert principal into Series C Preferred at \$7.50 per share at any time.

6. Disclosure and Administrative Service Providers:

Annual Report Preparation:

List any law firm(s) and attorney(s) (including internal counsel) that acted as the Company's primary legal counsel in preparing its most recent annual report. (If no attorney assisted in putting together the disclosure, identify the person(s) who prepared the disclosure and their relationship to the company.)

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

Ongoing Disclosure and Administrative Services:

List any other attorney or service provider, if different than the primary legal counsel listed above, that assisted the company during the prior fiscal year on any matter related to preparation of company disclosure documents, corporate actions and activities related to submission of a Form 211 or OTC Markets' Application. **Please include the following items in this list: firm name, firm address, primary contact name and description of services provided.** If none, please state "None."

None

7. Investor Relations Providers:

The following is a complete list of third-party providers 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, stock promotion, or any other related services to the Company. **Please include the following**

items in this list: firm name, firm address, primary contact name and description of services provided. 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). 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. If the corporate entity owning 5% or more does not have a person(s) owning or controlling it, provide a note explaining why. For nominee accounts owning 5% or more, provide the name of the 5% beneficial shareholder for this account. If there are no beneficial shareholders of 5% or more behind a nominee account, add a note confirming this.**

Name (First, Last)	Position/company affiliation (ex: CEO, 5% control person)	City and State (And Country if outside US)	Number of Shares Owned (List common, preferred, warrants and options separately)	Class of shares owned	Percentage of Class of Shares Owned (undiluted)
Itamar Shimrat	President and CEO	Kiryat Gat, Israel	575,004 common shares, 1,350,000 options	Common	1.3% of Common
Dennis M. Brown	Director	<u>Menlo Park, CA</u>	132,946 common shares, 450,000 options, 6,667 Series A Preferred Shares	Common and Series A Preferred	0.3% of Common, 0.5% of Series A Preferred
George Verstraete	Director	<u>Boynton Beach, FL</u>	375,000 options, 2,000,000 warrants	None	0%
Darlene Dawn Soave and Darlene Soave Revocable Trust controlled by Darlene Soave	Director and 5% Control Person	<u>Boynton Beach, FL</u>	678,253 common shares, 133,334 Series A Preferred Shares, 46,667 Series B Preferred Shares, 375,000	Common. Series A Preferred and Series B Preferred	1.6% of Common, 9.9% of Series A Preferred, 22.6% of Series B Preferred

			options, 5,151,866 warrants		
Phyllis Friedman Investment ULC controlled by Ben Friedman	5% Control Person	<u>Toronto, Canada</u>	5,368,080 common shares, 43,553 Series A Preferred Shares, 30,000 Series B Preferred Shares, 300,000 options, 1,400,000 warrants	Common, Series A Preferred and Series B Preferred	12.4% of Common, 0.9% of Series A Preferred, 14.5% of Series B Preferred
Yeda Research & Development Co. controlled by Alon Chen and Shimshon Harel	5% Control Person	<u>Rehovot, Israel</u>	3,155,348 common shares	Common	7.3% of Common
Hua Tuo Online (Hong Kong) Ltd. controlled by Jiantao Wang	5% Control Person	<u>Wanchai, Hong Kong</u>	179,837 common shares, 133,334 Series A Preferred Shares	Common and Series A Preferred	0.4% of Common, 9.9% of Series A Preferred
Acuity Investments LLC (includes securities owned by Acuity Capital LLC and The Great Bambino Trust as all entities are controlled by George Tyler McCamy)	5% Control Person	<u>Knoxville, TN</u>	972,757 common, 143,736 Series A Preferred Shares, 400,000 warrants	Common and Series A Preferred	2.2% of Common, 9.7% of Series A Preferred
IGEA Ventures, controlled by Adam C. Lipson (includes securities held personally by Adam C. Lipson)	5% Control Person	Union, NJ (IGEA) New York, NY (Lipson)	783,411 common shares, 119,250 Series A Preferred Shares, 66,679 Series B Preferred Shares, 175,000 warrants	Common, Series A Preferred and series B Preferred	1.8% of Common, 8.9% of Series A Preferred, 32.2% of Series B Preferred
Yair Reisner	5% Control Person	Houston, TX	3,782,004 options	None	0%

Ingram Tynes	5% Control Person	Birmingham, AL	188,118 common, 23,330 Series A Preferred Shares, 40,000 Series C Preferred Shares, 240,000 warrants	Common, Series A Preferred and Series C Preferred	0.4% of Common, 0.7% of Series A Preferred, 7.3% of Series C Preferred
Susan McCracken (includes securities held by Margaret N. Caldwell 2010 Children's Irrevocable Trust FBO Susan McCracken)	5% Control Person	Ferndale, WA	282,471 common, 40,001 Series A Preferred Shares, 33,333 Series C Preferred Shares, 250,000 warrants	Common and Series C Preferred	.07% of Common, 6.1% of Series C Preferred
Mario Dell'Aera	5% Control Person	Eastchester, NY	378,582 common, 76,500 Series A Preferred Shares	Common and Series A Preferred	0.9% of Common, 5.7% of Series A Preferred
Timothy Dieschbourg	5% Control Person	Glenview IL	36,800 Series B Shares, 414,000 warrants	Series B Preferred	17.8% of Series B Preferred
Cipayo Ltd, controlled by Pablo MacDonough	5% Control Person	Tortola, VG	48,630 common, 10,466 Series A Preferred Shares, 20,000 Series B Preferred Shares, 225,000 warrants	Common, Series A Preferred and Series B Preferred	0.11% Common, 0.8% of Series A Preferred, 9.7% of Series B Preferred
Michael J. LaMorgese	5% Control Person	Pompano Beach, FL	47,093 common, 13,333 Series B Preferred, 17,000 Series C Preferred Shares, 252,000 warrants	Common, Series B Preferred and Series C Preferred	0.11% of Common, 6.5% of Series B Preferred, 3.1% of Series C Preferred
Next Generation Trust Co. as Custodian FBO Tom Karsen IRA	5% Control Person	Roseland, NJ	7,781 common, 13,333 Series B Preferred Shares, 150,000 warrants	Common, Series B Preferred	0.02 of Common, 6.5% of Series B 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 B 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.

The Company is not aware of any beneficial owners of 5% or more behind a nominee account.

9. Certification:

Date: October 9, 2024

Name of Certifying CEO or CFO: Itamar Shimrat

Title: President and CEO

Signature: /s/ Itamar Shimrat

(Digital Signatures should appear as "/s/ [OFFICER NAME]")