

## **Disclosure Statement – Change in Auditor**

Issuer: BioStem Technologies, Inc. (OTC: BSEM)

Date of Event: October 27, 2025

Material Event: Change in Independent Registered Public Accounting Firm

---

### **Item 4.01 – Changes in Registrant’s Certifying Accountant**

#### **(a) Marcum**

On October 27, 2025, the Audit Committee (the “Audit Committee”) of the Board of Directors of BioStem Technologies, Inc. (the “Company”) approved the dismissal of Marcum LLP (“Marcum”) as the Company’s independent registered public accounting firm, effective immediately.

The reports of Marcum on the Company’s financial statements for the fiscal years ended December 31, 2023 and 2022 did not contain any adverse opinion or disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope, or accounting principles, except for an Explanatory Paragraph—Going Concern disclosing that the Company’s consolidated financial statements have been prepared assuming that the Company will continue as a going concern and that, as more fully described in the notes of the audited financial statements, the Company had a significant working capital deficiency, had incurred significant losses, and may need to raise additional funds to meet its obligations and sustain its operations.

During the Company’s two most recent fiscal years and any subsequent interim period preceding Marcum’s dismissal, there were no disagreements on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreements, if not resolved to the satisfaction of Marcum, would have caused Marcum to make reference to the subject matter of the disagreements in connection with its reports.

As previously disclosed, management concluded that the Company’s audited consolidated financial statements for the year ended December 31, 2023 (the “2023 Financial Statements”), the unaudited condensed consolidated financial statements for the quarters ended March 31, 2024, June 30, 2024, and September 30, 2024 (the “2024 Interim Financial Statements”), the unaudited consolidated financial statements for the year ended December 31, 2024 (the “2024 Annual Financial Statements”), and the unaudited consolidated financial statements for the interim periods ended March 31, 2025 and June

30, 2025 (the “2025 Interim Financial Statements”), all of which were filed on the OTC Disclosure & News Service (the “DNS”), should no longer be relied upon.

(b) KPMG

On October 27, 2025, the Audit Committee approved the engagement of KPMG, LLP (“KPMG”) as the Company’s independent registered public accounting firm, subject to completion of KPMG’s standard client acceptance procedures and execution of an engagement letter.

---