

# BioStem Technologies, Inc.

Amendment to [Quarterly Report](#) for 03/31/2026 originally published through the OTC Disclosure & News Service on 05/14/2026

Explanatory Note:  
previous excluded financials. This one does

*\*\*This coversheet was automatically generated by OTC Markets Group based on the information provided by the Company. OTC Markets Group has not reviewed the contents of this amendment and disclaims all responsibility for the information contained herein.*

**BioStem Technologies, Inc.**  
2836 Center Port Circle, Pompano Beach, FL 33064

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[info@biostemtech.com](mailto:info@biostemtech.com)

## Quarterly Report

For the period ending March 31, 2026 (the "Reporting Period")

### **Outstanding Shares**

The number of shares outstanding of our Common Stock was:

16,984,057 as of March 31, 2026 (Current Reporting Period Date or More Recent Date)

16,825,716 as of December 31, 2025 (Most Recent Completed Fiscal Year End)

### **Shell Status**

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 of the Exchange Act of 1934):

Yes:  No:

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

Yes:  No:

### **Change in Control**

Indicate by check mark whether a Change in Control<sup>5</sup> of the company has occurred during this reporting period:

Yes:  No:

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<sup>5</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 and address(es) of the issuer and its predecessors (if any)**

In answering this item, provide the current name of the issuer and names used by predecessor entities, along with the dates of the name changes.

- a. BioStem Technologies, Inc. (Active)
- b. BioStem Technologies was formerly named Caribbean International Holdings, Inc., until August 28, 2014, when the issuer changed its name to BioStem Technologies, Inc.
- c. Caribbean International Holdings, Inc. was formerly named Caribbean Casino & Gaming Corporation, until November 29, 2012, when it changed its name to Caribbean International Holdings, Inc.
- d. Caribbean Casino & Gaming Corporation was formed on February 12, 2009.

Current State and Date of Incorporation or Registration: Florida, August 28, 2014

Standing in this jurisdiction: (e.g. active, default, inactive): Active

Prior Incorporation Information for the issuer and any predecessors during the past five years:

None

Describe any trading suspension or halt orders issued by the SEC or FINRA concerning the issuer or its predecessors since inception:

None

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

None

Address of the issuer's principal executive office:

2836 Center Port Circle, Pompano Beach, FL 33064

Address of the issuer's principal place of business:

*Check if principal executive office and principal place of business are the same address:*

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

No:  Yes:  If Yes, provide additional details below:

**2) Security Information**

**Transfer Agent**

Name: V Stock Transfer  
Phone: 212-828-8436  
Email: info@vstocktransfer.com  
Address: 18 Lafayette Pl, Woodmere, NY 11598

**Publicly Quoted or Traded Securities:**

*The goal of this section is to provide a clear understanding of the share information for its publicly quoted or traded equity securities. Use the fields below to provide the information, as applicable, for all outstanding classes of securities that are publicly traded/quoted.*

Trading symbol:	<u>BSEM</u>	
Exact title and class of securities outstanding:	<u>COMMON</u>	
CUSIP:	<u>090684200</u>	
Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	<u>975,000,000</u>	as of date: <u>March 31, 2026</u>
Total shares outstanding:	<u>16,984,057</u>	as of date: <u>March 31, 2026</u>
Total number of shareholders of record:	<u>287</u>	as of date: <u>March 31, 2026</u>

*Please provide the above-referenced information for all other publicly quoted or traded securities of the issuer.*

N/A

**Other classes of authorized or outstanding equity securities that do not have a trading symbol:**

*The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g., preferred shares that do not have a trading symbol). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.*

Exact title and class of the security:	<u>Series A-1 Preferred Stock</u>	
Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	<u>300</u>	as of date: <u>March 31, 2026</u>
Total shares outstanding:	<u>300</u>	as of date: <u>March 31, 2026</u>
Total number of shareholders of record:	<u>3</u>	as of date: <u>March 31, 2026</u>

*Please provide the above-referenced information for all other classes of authorized or outstanding equity securities.*

Exact title and class of the security:	<u>Series B-1 Preferred Stock</u>	
CUSIP (if applicable):	<u>NA</u>	
Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	<u>500,000</u>	as of date: <u>March 31, 2026</u>
Total shares outstanding (if applicable):	<u>5</u>	as of date: <u>March 31, 2026</u>
Total number of shareholders of record (if applicable):	<u>1</u>	as of date: <u>March 31, 2026</u>

**Security Description:**

*The goal of this section is to provide a clear understanding of the material rights and privileges of the securities issued by the company. Please provide the below information for each class of the company's equity securities, as applicable:*

1. For common equity, describe any dividend, voting and preemption rights.

Each holder is entitled to one vote for each share of Common Stock held on all matters submitted to a vote of stockholders of the Company. Holders of Common Stock are not entitled to any preemptive rights.

2. For preferred stock, describe the dividend, voting, conversion, and liquidation rights as well as redemption or sinking fund provisions.

**Series A-1 Convertible Preferred Shares:**

The Company has designated 300 shares of preferred stock as "Series A-1 Convertible Preferred Shares". The Series A-1 Convertible Preferred Shares entitled their holders to a number of votes equal to the number of shares issuable upon conversion times 2,000,000 granting the holders of Series A-1 Convertible Preferred Shares, as a group, effective control of the Company.

Series A-1 Convertible Preferred Shares are convertible, at the option of the holders, or automatically upon a Qualified Public Offering resulting in gross proceeds to the Company of not less than \$30 million, in whole but not in part, into 300 shares of common stock.

Holders of Series A-1 Convertible Preferred Shares are not entitled to receive dividends out of assets legally available thereof, prior and in preference to any declaration or payment of any dividend on the common stock or any other capital stock of the Corporation.

**Series B-1 Convertible Preferred Shares:**

The Company has designated 500,000 shares of preferred stock as "Series B-1 Convertible Preferred Shares".

The Series B-1 Convertible Preferred Shares entitle their holders to votes equal to the number of shares issuable upon conversion.

The Series B-1 Convertible Preferred Share is convertible, at the option of the holders, or automatically upon a Qualified Public Offering resulting in gross proceeds to the Company of not less than \$30 million, in whole but not in part, into five (5) shares of common stock.

The Series B-1 Preferred Shares shall be entitled to receive an annual dividend, payable in newly issued common stock, in an amount equal to ten percent (10%) of the number of then existing Series B-1 Preferred Shares issued and outstanding prior and in preference to any declaration or payment of any dividend on the common stock or any other capital stock of the Corporation. This Dividend shall be cumulative.

3. Describe any other material rights of common or preferred stockholders.

None

4. Describe any material modifications to rights of holders of the company's securities that have occurred over the reporting period covered by this report.

None

### 3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any 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 for the two most recently completed fiscal years and any subsequent period.

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years:

No:  Yes:  (If yes, you must complete the table below)

Shares Outstanding <u>Opening Balance:</u> Date <u>12/31/2023</u> Common: <u>16,251,892</u> Preferred Series A-1: <u>300</u> Preferred Series B-1: <u>5</u>			*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 Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to. ***You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
1/1/2024	New Issuance	194	Common	5.15	No	JEFFREY K HARRISON	COMPENSATION FOR SCIENTIFIC ADVISORY BOARD SERVICES	RESTRICTED	RULE 4(a)(2)
1/1/2024	New Issuance	194	Common	5.15	No	SHAUN OPIE	COMPENSATION FOR SCIENTIFIC ADVISORY BOARD SERVICES	RESTRICTED	RULE 4(a)(2)
1/1/2024	New Issuance	194	Common	5.15	No	PHYSIOMICS SYSTEMS, LLC / DAN SHELLY	COMPENSATION FOR SCIENTIFIC ADVISORY BOARD SERVICES	RESTRICTED	RULE 4(a)(2)
1/4/2024	New Issuance	2,942	Common	5.17	No	OLYMPUS 3 ACQUISITIONS, LLC / CHRIS LEONE	SECURITY CONVERSION	RESTRICTED	RULE 4(a)(2)
1/8/2024	New Issuance	12,500	Common	2.00	No	WES DE SOUZA	SECURITY CONVERSION	RESTRICTED	RULE 4(a)(2)
1/30/2024	New Issuance	50,000	Common	2.00	No	JOSEPH LOMBAS	SECURITY CONVERSION	RESTRICTED	RULE 4(a)(2)

2/1/2024	New Issuance	167	Common	6.00	No	JEFFREY K HARRISON	COMPENSATION FOR SCIENTIFIC ADVISORY BOARD SERVICES	RESTRICTED	RULE 4(a)(2)
2/1/2024	New Issuance	167	Common	6.00	No	SHAUN OPIE	COMPENSATION FOR SCIENTIFIC ADVISORY BOARD SERVICES	RESTRICTED	RULE 4(a)(2)
2/1/2024	New Issuance	167	Common	6.00	No	PHYSIOMICS SYSTEMS, LLC / DAN SHELLY	COMPENSATION FOR SCIENTIFIC ADVISORY BOARD SERVICES	RESTRICTED	RULE 4(a)(2)
2/6/2024	New Issuance	25,000	Common	2.00	No	JOSHUA J. GOODEN	SECURITY CONVERSION	RESTRICTED	RULE 4(a)(2)
3/1/2024	New Issuance	115	Common	8.72	No	JEFFREY K HARRISON	COMPENSATION FOR SCIENTIFIC ADVISORY BOARD SERVICES	RESTRICTED	RULE 4(a)(2)
3/1/2024	New Issuance	115	Common	8.72	No	SHAUN OPIE	COMPENSATION FOR SCIENTIFIC ADVISORY BOARD SERVICES	RESTRICTED	RULE 4(a)(2)
3/1/2024	New Issuance	115	Common	8.72	No	PHYSIOMICS SYSTEMS, LLC / DAN SHELLY	COMPENSATION FOR SCIENTIFIC ADVISORY BOARD SERVICES	RESTRICTED	RULE 4(a)(2)
4/1/2024	New Issuance	106	Common	9.39	No	JEFFREY K HARRISON	COMPENSATION FOR SCIENTIFIC ADVISORY BOARD SERVICES	RESTRICTED	RULE 4(a)(2)
4/1/2024	New Issuance	106	Common	9.39	No	SHAUN OPIE	COMPENSATION FOR SCIENTIFIC ADVISORY BOARD SERVICES	RESTRICTED	RULE 4(a)(2)
4/1/2024	New Issuance	106	Common	9.39	No	PHYSIOMICS SYSTEMS, LLC / DAN SHELLY	COMPENSATION FOR SCIENTIFIC ADVISORY BOARD SERVICES	RESTRICTED	RULE 4(a)(2)
4/8/2024	New Issuance	60,000	Common	10.78	No	PCG ADVISORY, INC. / JEFF RAMSOM	SERVICES RENDERED	RESTRICTED	RULE 4(a)(2)
4/12/2024	Shares Returned to Treasury	(117,359)	Common	N/A	No	MAXIM PARTNERS LLC / CLIFFORD A. TELLER	SHARES RETURNED TO TREASURY	RESTRICTED	RULE 4(a)(2)
5/1/2024	New Issuance	88	Common	11.31	No	JEFFREY K HARRISON	COMPENSATION FOR SCIENTIFIC ADVISORY BOARD SERVICES	RESTRICTED	RULE 4(a)(2)
5/1/2024	New Issuance	88	Common	11.31	No	SHAUN OPIE	COMPENSATION FOR SCIENTIFIC ADVISORY BOARD SERVICES	RESTRICTED	RULE 4(a)(2)
5/1/2024	New Issuance	88	Common	11.31	No	PHYSIOMICS SYSTEMS, LLC / DAN SHELLY	COMPENSATION FOR SCIENTIFIC ADVISORY BOARD SERVICES	RESTRICTED	RULE 4(a)(2)

6/1/2024	New Issuance	119	Common	8.40	No	JEFFREY K HARRISON	COMPENSATION FOR SCIENTIFIC ADVISORY BOARD SERVICES	RESTRICTED	RULE 4(a)(2)
6/1/2024	New Issuance	119	Common	8.40	No	SHAUN OPIE	COMPENSATION FOR SCIENTIFIC ADVISORY BOARD SERVICES	RESTRICTED	RULE 4(a)(2)
6/1/2024	New Issuance	119	Common	8.40	No	PHYSIOMICS SYSTEMS, LLC / DAN SHELLY	COMPENSATION FOR SCIENTIFIC ADVISORY BOARD SERVICES	RESTRICTED	RULE 4(a)(2)
7/1/2024	New Issuance	127	Common	7.88	No	JEFFREY K HARRISON	COMPENSATION FOR SCIENTIFIC ADVISORY BOARD SERVICES	RESTRICTED	RULE 4(a)(2)
7/1/2024	New Issuance	127	Common	7.88	No	SHAUN OPIE	COMPENSATION FOR SCIENTIFIC ADVISORY BOARD SERVICES	RESTRICTED	RULE 4(a)(2)
7/1/2024	New Issuance	127	Common	7.88	No	PHYSIOMICS SYSTEMS, LLC / DAN SHELLY	COMPENSATION FOR SCIENTIFIC ADVISORY BOARD SERVICES	RESTRICTED	RULE 4(a)(2)
7/1/2024	New Issuance	127	Common	7.88	No	OLYMPUS 3 ACQUISITIONS, LLC / CHRIS LEONE	STOCK ISSUED FOR CASH	RESTRICTED	RULE 4(a)(2)
7/1/2024	New Issuance	20,000	Common	2.00	No	EDWARD AND JULIE WALDRON JTWS / EDWARD AND JULIE WALDRON TRUSTEES	SECURITY CONVERSION / EXERCISE OF WARRANT	RESTRICTED	RULE 4(a)(2)
7/1/2024	New Issuance	13,334	Common	2.00	No	EMERY WALDRON	SECURITY CONVERSION / EXERCISE OF WARRANT	RESTRICTED	RULE 4(a)(2)
8/1/2024	New Issuance	16,667	Common	2.00	No	BEAR CREEK CAPITAL LLC / RAY OLIVER	SECURITY CONVERSION / EXERCISE OF WARRANT	RESTRICTED	RULE 4(a)(2)
8/1/2024	New Issuance	106	Common	9.43	No	JEFFREY K HARRISON	COMPENSATION FOR SCIENTIFIC ADVISORY BOARD SERVICES	RESTRICTED	RULE 4(a)(2)
8/1/2024	New Issuance	106	Common	9.43	No	SHAUN OPIE	COMPENSATION FOR SCIENTIFIC ADVISORY BOARD SERVICES	RESTRICTED	RULE 4(a)(2)
8/1/2024	New Issuance	106	Common	9.43	No	PHYSIOMICS SYSTEMS, LLC / DAN SHELLY	COMPENSATION FOR SCIENTIFIC ADVISORY BOARD SERVICES	RESTRICTED	RULE 4(a)(2)
9/1/2024	New Issuance	89	Common	11.24	No	JEFFREY K HARRISON	COMPENSATION FOR SCIENTIFIC ADVISORY BOARD SERVICES	RESTRICTED	RULE 4(a)(2)
9/1/2024	New Issuance	89	Common	11.24	No	SHAUN OPIE	COMPENSATION FOR SCIENTIFIC ADVISORY BOARD SERVICES	RESTRICTED	RULE 4(a)(2)
9/1/2024	New Issuance	89	Common	11.24	No	PHYSIOMICS SYSTEMS, LLC / DAN SHELLY	COMPENSATION FOR SCIENTIFIC ADVISORY	RESTRICTED	RULE 4(a)(2)

							BOARD SERVICES		
10/1/2024	New Issuance	100	Common	9.99	No	JEFFREY K HARRISON	COMPENSATION FOR SCIENTIFIC ADVISORY BOARD SERVICES	RESTRICTED	RULE 4(a)(2)
10/1/2024	New Issuance	100	Common	9.99	No	SHAUN OPIE	COMPENSATION FOR SCIENTIFIC ADVISORY BOARD SERVICES	RESTRICTED	RULE 4(a)(2)
10/1/2024	New Issuance	100	Common	9.99	No	PHYSIOMICS SYSTEMS, LLC / DAN SHELLY	COMPENSATION FOR SCIENTIFIC ADVISORY BOARD SERVICES	RESTRICTED	RULE 4(a)(2)
10/30/2024	New Issuance	280,000	Common	1.00	No	ZAHALSKY INVESTMENT HOLDINGS / MICHAEL ZAHALSKY	SECURITY CONVERSION / EXERCISE OF OPTION	RESTRICTED	RULE 4(a)(2)
11/1/2024	New Issuance	77	Common	13.04	No	JEFFREY K HARRISON	COMPENSATION FOR SCIENTIFIC ADVISORY BOARD SERVICES	RESTRICTED	RULE 4(a)(2)
11/1/2024	New Issuance	77	Common	13.04	No	SHAUN OPIE	COMPENSATION FOR SCIENTIFIC ADVISORY BOARD SERVICES	RESTRICTED	RULE 4(a)(2)
11/1/2024	New Issuance	77	Common	13.04	No	PHYSIOMICS SYSTEMS, LLC / DAN SHELLY	COMPENSATION FOR SCIENTIFIC ADVISORY BOARD SERVICES	RESTRICTED	RULE 4(a)(2)
11/27/2024	New Issuance	3,400	Common	3.38	No	INDRANEEL S. BHATTACHARYA	SECURITY CONVERSION / EXERCISE OF OPTION	RESTRICTED	RULE 4(a)(2)
12/1/2024	New Issuance	58	Common	17.35	No	JEFFREY K HARRISON	COMPENSATION FOR SCIENTIFIC ADVISORY BOARD SERVICES	RESTRICTED	RULE 4(a)(2)
12/1/2024	New Issuance	58	Common	17.35	No	SHAUN OPIE	COMPENSATION FOR SCIENTIFIC ADVISORY BOARD SERVICES	RESTRICTED	RULE 4(a)(2)
12/1/2024	New Issuance	58	Common	17.35	No	PHYSIOMICS SYSTEMS, LLC / DAN SHELLY	COMPENSATION FOR SCIENTIFIC ADVISORY BOARD SERVICES	RESTRICTED	RULE 4(a)(2)
12/15/2024	New Issuance	8,469	Common	9.84	No	JASON MATUSZEWSKI	SERVICES RENDERED	RESTRICTED	RULE 4(a)(2)
12/15/2024	New Issuance	1,694	Common	9.84	No	BRANDON POE	SERVICES RENDERED	RESTRICTED	RULE 4(a)(2)
12/15/2024	New Issuance	7,622	Common	9.84	No	ANDREW SMITH-VAN VURST	SERVICES RENDERED	RESTRICTED	RULE 4(a)(2)
12/15/2024	New Issuance	1,694	Common	9.84	No	THOMAS J. DUGAN	SERVICES RENDERED	RESTRICTED	RULE 4(a)(2)
12/15/2024	New Issuance	1,694	Common	9.84	No	PATRICK DALY	SERVICES RENDERED	RESTRICTED	RULE 4(a)(2)

12/15/2024	New Issuance	1,694	Common	9.84	No	KEN WARRINGTON	SERVICES RENDERED	RESTRICTED	RULE 4(a)(2)
12/15/2024	New Issuance	4,234	Common	9.84	No	SHAWN MCCARREY	SERVICES RENDERED	RESTRICTED	RULE 4(a)(2)
12/15/2024	New Issuance	4,234	Common	9.84	No	MICHAEL A FORTUNATO	SERVICES RENDERED	RESTRICTED	RULE 4(a)(2)
01/01/2025	New Issuance	67	Common	14.83	No	JEFFREY K HARRISON	COMPENSATION FOR SCIENTIFIC ADVISORY BOARD SERVICES	RESTRICTED	RULE 4(a)(2)
01/01/2025	New Issuance	67	Common	14.83	No	SHAUN OPIE	COMPENSATION FOR SCIENTIFIC ADVISORY BOARD SERVICES	RESTRICTED	RULE 4(a)(2)
01/01/2025	New Issuance	67	Common	14.83	No	PHYSIOMICS SYSTEMS, LLC / DAN SHELLY	COMPENSATION FOR SCIENTIFIC ADVISORY BOARD SERVICES	RESTRICTED	RULE 4(a)(2)
02/01/2025	New Issuance	68	Common	14.80	No	JEFFREY K HARRISON	COMPENSATION FOR SCIENTIFIC ADVISORY BOARD SERVICES	RESTRICTED	RULE 4(a)(2)
02/01/2025	New Issuance	68	Common	14.80	No	SHAUN OPIE	COMPENSATION FOR SCIENTIFIC ADVISORY BOARD SERVICES	RESTRICTED	RULE 4(a)(2)
02/01/2025	New Issuance	68	Common	14.80	No	PHYSIOMICS SYSTEMS, LLC / DAN SHELLY	COMPENSATION FOR SCIENTIFIC ADVISORY BOARD SERVICES	RESTRICTED	RULE 4(a)(2)
02/06/2025	New Issuance	16,667	Common	2.00	No	STEVE SIMON	SECURITY CONVERSION / EXERCISE OF WARRANT	RESTRICTED	RULE 4(a)(2)
02/21/2025	New Issuance	417	Common	15.37	No	DAVID GRODIN	SERVICES RENDERED	RESTRICTED	RULE 4(a)(2)
03/01/2025	New Issuance	69	Common	14.53	No	JEFFREY K HARRISON	COMPENSATION FOR SCIENTIFIC ADVISORY BOARD SERVICES	RESTRICTED	RULE 4(a)(2)
03/01/2025	New Issuance	69	Common	14.53	No	SHAUN OPIE	COMPENSATION FOR SCIENTIFIC ADVISORY BOARD SERVICES	RESTRICTED	RULE 4(a)(2)
03/01/2025	New Issuance	69	Common	14.53	No	PHYSIOMICS SYSTEMS, LLC / DAN SHELLY	COMPENSATION FOR SCIENTIFIC ADVISORY BOARD SERVICES	RESTRICTED	RULE 4(a)(2)
03/07/2025	New Issuance	500	Common	12.17	No	BARRY HASSETT	SERVICES RENDERED	RESTRICTED	RULE 4(a)(2)
03/17/2025	New Issuance	4,234	Common	10.75	No	MICHAEL A FORTUNATO	SERVICES RENDERED	RESTRICTED	RULE 4(a)(2)
03/17/2025	New Issuance	1,694	Common	10.75	No	BRANDON POE	SERVICES RENDERED	RESTRICTED	RULE 4(a)(2)

03/17/2025	New Issuance	8,469	Common	10.75	No	JASON MATUSZEWSKI	SERVICES RENDERED	RESTRICTED	RULE 4(a)(2)
03/17/2025	New Issuance	1,694	Common	10.75	No	KEN WARRINGTON	SERVICES RENDERED	RESTRICTED	RULE 4(a)(2)
03/17/2025	New Issuance	1,694	Common	10.75	No	PATRICK DALY	SERVICES RENDERED	RESTRICTED	RULE 4(a)(2)
03/17/2025	New Issuance	4,234	Common	10.75	No	SHAWN MCCARREY	SERVICES RENDERED	RESTRICTED	RULE 4(a)(2)
03/17/2025	New Issuance	1,694	Common	10.75	No	THOMAS J. DUGAN	SERVICES RENDERED	RESTRICTED	RULE 4(a)(2)
03/17/2025	New Issuance	7,622	Common	10.75	No	ANDREW SMITH-VAN VURST	SERVICES RENDERED	RESTRICTED	RULE 4(a)(2)
04/01/2025	New Issuance	89	Common	11.29	No	SHAUN OPIE	COMPENSATION FOR SCIENTIFIC ADVISORY BOARD SERVICES	RESTRICTED	RULE 4(a)(2)
05/01/2025	New Issuance	86	Common	11.65	No	SHAUN OPIE	COMPENSATION FOR SCIENTIFIC ADVISORY BOARD SERVICES	RESTRICTED	RULE 4(a)(2)
05/21/2025	New Issuance	417	Common	12.20	No	DAVID GRODIN	SERVICES RENDERED	RESTRICTED	RULE 4(a)(2)
06/01/2025	New Issuance	74	Common	13.46	No	SHAUN OPIE	COMPENSATION FOR SCIENTIFIC ADVISORY BOARD SERVICES	RESTRICTED	RULE 4(a)(2)
06/09/2025	New Issuance	500	Common	14.16	No	BARRY HASSETT	SERVICES RENDERED	RESTRICTED	RULE 4(a)(2)
06/16/2025	New Issuance	1,694	Common	13.65	No	BRANDON POE	SERVICES RENDERED	RESTRICTED	RULE 4(a)(2)
06/16/2025	New Issuance	8,469	Common	13.65	No	JASON MATUSZEWSKI	SERVICES RENDERED	RESTRICTED	RULE 4(a)(2)
06/16/2025	New Issuance	1,694	Common	13.65	No	KEN WARRINGTON	SERVICES RENDERED	RESTRICTED	RULE 4(a)(2)
06/16/2025	New Issuance	1,694	Common	13.65	No	PATRICK DALY	SERVICES RENDERED	RESTRICTED	RULE 4(a)(2)
06/16/2025	New Issuance	4,234	Common	13.65	No	SHAWN MCCARREY	SERVICES RENDERED	RESTRICTED	RULE 4(a)(2)
06/16/2025	New Issuance	1,694	Common	13.65	No	THOMAS DUGAN	SERVICES RENDERED	RESTRICTED	RULE 4(a)(2)
06/16/2025	New Issuance	7,622	Common	13.65	No	ANDREW SMITH-VAN VURST	SERVICES RENDERED	RESTRICTED	RULE 4(a)(2)
06/16/2025	New Issuance	4,234	Common	13.65	No	MICHAEL FORTUNATO	SERVICES RENDERED	RESTRICTED	RULE 4(a)(2)
7/01/2025	New Issuance	74	Common	13.45	No	SHAUN OPIE	COMPENSATION FOR SCIENTIFIC ADVISORY BOARD SERVICES	RESTRICTED	RULE 4(a)(2)

7/11/2025	New Issuance	10,000	Common	1.50	No	JOHN S. RADTKE	SECURITY CONVERSION / EXERCISE OF WARRANT	RESTRICTED	RULE 4(a)(2)
8/01/2025	New Issuance	86	Common	11.58	No	SHAUN OPIE	COMPENSATION FOR SCIENTIFIC ADVISORY BOARD SERVICES	RESTRICTED	RULE 4(a)(2)
8/21/2025	New Issuance	417	Common	6.15	No	DAVID GRODIN	SERVICES RENDERED	RESTRICTED	RULE 4(a)(2)
9/1/2025	New Issuance	119	Common	8.42	No	SHAUN OPIE	COMPENSATION FOR SCIENTIFIC ADVISORY BOARD SERVICES	RESTRICTED	RULE 4(a)(2)
9/9/2025	New Issuance	500	Common	6.18	No	BARRY HASSETT	SERVICES RENDERED	RESTRICTED	RULE 4(a)(2)
9/15/2025	New Issuance	1,694	Common	4.98	No	THOMAS J. DUGAN	SERVICES RENDERED	RESTRICTED	RULE 4(a)(2)
9/15/2025	New Issuance	1,694	Common	4.98	No	PATRICK DALY	SERVICES RENDERED	RESTRICTED	RULE 4(a)(2)
9/15/2025	New Issuance	1,694	Common	4.98	No	KEN WARRINGTON	SERVICES RENDERED	RESTRICTED	RULE 4(a)(2)
9/15/2025	New Issuance	7,622	Common	4.98	No	ANDREW SMITH-VAN VURST	SERVICES RENDERED	RESTRICTED	RULE 4(a)(2)
9/15/2025	New Issuance	8,469	Common	4.98	No	JASON MATUSZEWSKI	SERVICES RENDERED	RESTRICTED	RULE 4(a)(2)
9/15/2025	New Issuance	4,234	Common	4.98	No	MICHAEL FORTUNATO	SERVICES RENDERED	RESTRICTED	RULE 4(a)(2)
9/15/2025	New issuance	1,694	Common	4.98	No	BRANDON POE	SERVICES RENDERED	RESTRICTED	RULE 4(a)(2)
10/1/2025	New Issuance	181	Common	5.53	No	SHAUN OPIE	COMPENSATION FOR SCIENTIFIC ADVISORY BOARD SERVICES	RESTRICTED	RULE 4(a)(2)
11/1/2025	New Issuance	182	Common	5.50	No	SHAUN OPIE	COMPENSATION FOR SCIENTIFIC ADVISORY BOARD SERVICES	RESTRICTED	RULE 4(a)(2)
11/27/2025	New issuance	5,094	Common	4.83	No	KEN WARRINGTON	SERVICES RENDERED	RESTRICTED	RULE 4(a)(2)
11/27/2025	New issuance	5,094	Common	4.83	No	PATRICK DALY	SERVICES RENDERED	RESTRICTED	RULE 4(a)(2)
11/27/2025	New issuance	417	Common	3.85	No	DAVID GRODIN	SERVICES RENDERED	RESTRICTED	RULE 4(a)(2)
11/27/2025	New issuance	5,094	Common	4.83	No	THOMAS DUGAN	SERVICES RENDERED	RESTRICTED	RULE 4(a)(2)
12/1/2025	New Issuance	242	Common	4.13	No	SHAUN OPIE	COMPENSATION FOR SCIENTIFIC ADVISORY BOARD SERVICES	RESTRICTED	RULE 4(a)(2)
12/09/2025	New issuance	500	Common	4.33	No	BARRY HASSETT	SERVICES RENDERED	RESTRICTED	RULE 4(a)(2)

12/15/2025	New issuance	7,622	Common	4.17	No	ANDREW VAN VURST	SERVICES RENDERED	RESTRICTED	RULE 4(a)(2)
12/15/2025	New issuance	1,694	Common	4.17	No	BRANDON POE	SERVICES RENDERED	RESTRICTED	RULE 4(a)(2)
12/15/2025	New issuance	8,469	Common	4.17	No	JASON MATUSZEWSKI	SERVICES RENDERED	RESTRICTED	RULE 4(a)(2)
12/15/2025	New issuance	1,694	Common	4.17	No	KEN WARRINGTON	SERVICES RENDERED	RESTRICTED	RULE 4(a)(2)
12/15/2025	New issuance	4,234	Common	4.17	No	MIKE FORTUNATO	SERVICES RENDERED	RESTRICTED	RULE 4(a)(2)
12/15/2025	New issuance	1,694	Common	4.17	No	THOMAS DUGAN	SERVICES RENDERED	RESTRICTED	RULE 4(a)(2)
12/15/2025	New issuance	1,694	Common	4.17	No	PATRICK DALY	SERVICES RENDERED	RESTRICTED	RULE 4(a)(2)
01/01/2026	New issuance	221	Common	4.53	No	SHAUN OPIE	COMPENSATION FOR SCIENTIFIC ADVISORY BOARD SERVICES	RESTRICTED	RULE 4(a)(2)
02/01/2026	New issuance	186	Common	5.39	No	SHAUN OPIE	COMPENSATION FOR SCIENTIFIC ADVISORY BOARD SERVICES	RESTRICTED	RULE 4(a)(2)
02/01/2026	New issuance	776	Common	7.00	No	ALEXANDER A. RUGGIERI	SERVICES RENDERED	RESTRICTED	RULE 4(a)(2)
02/01/2026	New issuance	1,330	Common	7.00	No	TAYLOR SABOL	SERVICES RENDERED	RESTRICTED	RULE 4(a)(2)
02/01/2026	New issuance	1,330	Common	7.00	No	GRACE TRAN	SERVICES RENDERED	RESTRICTED	RULE 4(a)(2)
02/01/2026	New issuance	2,992	Common	7.00	No	WENDY WESTON	SERVICES RENDERED	RESTRICTED	RULE 4(a)(2)
02/01/2026	New issuance	776	Common	7.00	No	GWEN TUCKER	SERVICES RENDERED	RESTRICTED	RULE 4(a)(2)
02/01/2026	New issuance	997	Common	7.00	No	BARRY HASSETT	SERVICES RENDERED	RESTRICTED	RULE 4(a)(2)
02/21/2026	New issuance	417	Common	6.05	No	DAVID GRODIN	SERVICES RENDERED	RESTRICTED	RULE 4(a)(2)
02/27/2026	New issuance	5,094	Common	5.29	No	KEN WARRINGTON	SERVICES RENDERED	RESTRICTED	RULE 4(a)(2)
02/27/2026	New issuance	5,094	Common	5.29	No	THOMAS DUGAN	SERVICES RENDERED	RESTRICTED	RULE 4(a)(2)
02/27/2026	New issuance	5,094	Common	5.29	No	PATRICK DALY	SERVICES RENDERED	RESTRICTED	RULE 4(a)(2)
03/01/2026	New issuance	168	Common	5.96	No	SHAUN OPIE	COMPENSATION FOR SCIENTIFIC ADVISORY BOARD SERVICES	RESTRICTED	RULE 4(a)(2)
03/09/2026	New issuance	500	Common	5.21	No	BARRY HASSETT	SERVICES RENDERED	RESTRICTED	RULE 4(a)(2)

03/15/2026	New issuance	1,694	Common	5.29	No	KEN WARRINGTON	SERVICES RENDERED	RESTRICTED	RULE 4(a)(2)
03/15/2026	New issuance	8,469	Common	5.29	No	JASON MATUSZEWSKI	SERVICES RENDERED	RESTRICTED	RULE 4(a)(2)
03/15/2026	New issuance	1,694	Common	5.29	No	BRANDON POE	SERVICES RENDERED	RESTRICTED	RULE 4(a)(2)
03/15/2026	New issuance	7,622	Common	5.29	No	ANDREW VAN VURST	SERVICES RENDERED	RESTRICTED	RULE 4(a)(2)
03/15/2026	New issuance	1,694	Common	5.29	No	PATRICK DALY	SERVICES RENDERED	RESTRICTED	RULE 4(a)(2)
03/15/2026	New issuance	1,694	Common	5.29	No	THOMAS DUGAN	SERVICES RENDERED	RESTRICTED	RULE 4(a)(2)
03/15/2026	New issuance	4,234	Common	5.29	No	MIKE FORTUNATO	SERVICES RENDERED	RESTRICTED	RULE 4(a)(2)
03/17/2026	New issuance	2,935	Common	5.13	No	NOAH AGRON	SERVICES RENDERED	RESTRICTED	RULE 4(a)(2)
03/17/2026	New issuance	65,606	Common	5.13	No	JASON MATUSZEWSKI	SERVICES RENDERED	RESTRICTED	RULE 4(a)(2)
03/17/2026	New issuance	37,724	Common	5.13	No	ANDREW VAN VURST	SERVICES RENDERED	RESTRICTED	RULE 4(a)(2)
Shares Outstanding on Date of This Report:									
Date: <u>03/31/2026</u>									
Ending Balance: Common: 16,984,057 Preferred Series A-1: <u>300</u> Preferred Series B-1: <u>5</u>									

**Example:** A company with a fiscal year end of December 31<sup>st</sup>, 2024, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2023 through December 31, 2024 pursuant to the tabular format above.

Any additional material details, including footnotes to the table are below:

N/A

## B. Convertible Debt

The following is a complete list of the Company's Convertible Debt which includes all promissory notes, convertible notes, convertible debentures, or any other debt instruments convertible into a class of the issuer's equity securities. The table includes all issued or outstanding convertible debt at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this Certification.

Check this box to confirm the Company had no Convertible Debt issued or outstanding at any point during this period.

Date of Note Issuance	Principal Amount at Issuance (\$)	Outstanding Balance (\$) (include accrued interest)	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>6</sup>	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)
N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A

Total Outstanding Balance: N/A

Total Shares: N/A

Any additional material details, including footnotes to the table are below:

N/A

#### 4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. Ensure that these descriptions are updated on the Company's Profile on [www.OTCMarkets.com](http://www.OTCMarkets.com).

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

##### Organization and Description of the Business

BioStem Technologies, Inc. (hereinafter "the Company"), was incorporated as Aladdin & Company Trading in Utah on July 7, 2006. On March 2, 2009, Aladdin & Company Trading both changed its name to Caribbean Casino & Gaming Corporation and re-domiciled to Florida. Caribbean Casino & Gaming Corporation further changed its name to Caribbean International Holdings, Inc. on January 7, 2013. The Company then changed its name to BioStem Technologies, Inc. on August 28, 2014. The Company is active and currently in good standing with the State of Florida.

The Company's fiscal year end is December 31.

- B. List any subsidiaries, parent company, or affiliated companies.

On May 1, 2025, the Company filed Articles of Organization with the State of Florida and incorporated BioStem Properties, LLC, a new subsidiary 100% owned by BioStem Technologies, Inc.

In June 2024, the Company created Auxocell Operations Inc ("Auxocell"), a new subsidiary 100% owned by BioStem Technologies, Inc. Auxocell is domiciled in Nevada and holds all of the assets acquired in the Auxocell asset acquisition.

The Company also has a wholly owned subsidiary, Blue Tech Industries, Inc. (d/b/a BioStem Life Sciences, Inc.)

- C. Describe the issuers' principal products or services.

BioStem Technologies is a leading innovator focused on harnessing the natural properties of perinatal tissue in the development, manufacture and commercialization of allografts and regenerative therapies. Leveraging our proprietary BioRetain<sup>®</sup> processing method, we manufacture perinatal tissue allografts at

<sup>6</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.

the highest levels of quality. BioRetain® has been developed by applying the latest research in regenerative medicine, focused on maintaining natural growth factors and preserving tissue structure. Our allografts are trusted by top clinicians across a range of specialties.

In January 2026, we expanded our portfolio through the purchase and licensing of certain assets from BioTissue Holdings Inc.'s surgical and wound care business. Among the assets we acquired and licensed were the well-known Neox® and Clarix® product lines, as well as a broad national footprint of direct sales representatives and contracted independent sales agents.

## **5) Issuer's Facilities**

*The goal of this section is to provide investors with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer and the extent in which the facilities are utilized.*

In responding to this item, please clearly describe the assets, properties or facilities of the issuer. Describe the location of office space, data centers, principal plants, and other property of the issuer and describe the condition of the properties. Specify if the assets, properties, or facilities are owned or leased and the terms of their leases. If the issuer does not have complete ownership or control of the property, describe the limitations on the ownership.

The Company owns and operates a 6,100 sq. ft. manufacturing facility with multiple ISO 5 and ISO 7 suites designed for commercial production of human cells, tissues, and cellular based products ("HCT/PS"). The Company is currently in the process of expanding its manufacturing capacity by doubling its ISO clean room. The additional manufacturing capacity is expected to be operational by within the second half of 2024.

The Company also leases certain laboratory and office equipment accounted for as finance leases within the Company's financial statements.

On March 15, 2024, the Company entered into a thirty-eight month lease for office space commencing on April 1, 2024. The Company occupied its new expanded office space in Fort Lauderdale, Florida.

On April 14, 2025, the Company entered into a twenty-four month lease for office space commencing on May 15, 2025. The Company expanded its new office space in Fort Lauderdale, Florida.

## **6) All Officers, Directors, and 5% Beneficial Owners of the Company**

Using the table below, please provide information, as of the period end date of this report, regarding all officers and directors of the company, or any person that performs a similar function, regardless of the number of shares they own.

In addition, list all individuals or entities controlling 5% or more of any class of the issuer's securities. If any insiders 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 (City, State) of an individual representing the corporation or entity. Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

*The goal of this section is to provide investors 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 owners.*

<b>Individual Name</b> (First, Last) or <b>Entity Name</b> (Include names of control person(s) if a corporate entity)	<b>Position/Company Affiliation</b> (ex: CEO, ≥ 5% beneficial owner)	<b>City and State</b> (Include Country if outside U.S.)	<b>Number of Shares Owned</b> (List common, preferred, warrants and options separately)	<b>Class of Shares Owned</b>	<b>Percentage of Class of Shares Owned</b> (undiluted)
Jason Matuszewski	<u>Officer, Director and Greater than 5% Stockholder</u>	Boca Raton, FL	<u>1,253,313</u>  <u>100</u>  <u>2,315,606</u>	<u>Common</u>  <u>Preferred A-1</u>  <u>Fully Vested Common Stock Options</u>	7.38%  <u>33.33%</u>
Andrew Van Vurst	<u>Officer, Director and Greater than 5% Stockholder</u>	Lighthouse Point, FL	<u>1,505,417</u>  <u>100</u>  <u>2,287,724</u>	<u>Common</u>  <u>Preferred A-1</u>  <u>Fully Vested Common Stock Options</u>	8.87%  <u>33.33%</u>
Henry Van Vurst	<u>Greater than 5% Stockholder</u>	Fort Lauderdale, FL	<u>867,219</u>  <u>100</u>	<u>Common</u>  <u>Preferred A-1</u>	5.11%  <u>33.33%</u>
Michael Fortunato	<u>Officer &lt;5%</u>	Fort Lauderdale, FL	<u>55,404</u>  <u>279,167</u>	<u>Common</u>  <u>Fully Vested Common Stock Options</u>	<1%
Brandon Poe	<u>Officer &lt;5%</u>	San Diego, CA	<u>44,042</u>	<u>Common</u>	<1%
Barry Hassett	<u>Officer &lt;5%</u>	Alpharetta, GA	<u>3,497</u>  <u>3,767</u>	<u>Common</u>  <u>Fully Vested Common Stock Options</u>	<1%
Kenneth Warrington	<u>Director &lt;5%</u>	Gainesville, FL	<u>20,352</u>  <u>7,462</u>	<u>Common</u>  <u>Fully Vested Common Stock Options</u>	<1%
Patrick Daly	<u>Director &lt;5%</u>	Raleigh, NC	<u>28,341</u>	<u>Common</u>	<1%
Thomas Dugan	<u>Director &lt;5%</u>	Ponte Vedra Beach, FL	<u>32,744</u>	<u>Common</u>	<1%
Jodi Ungrodt	<u>Director &lt;5%</u>	San Diego, CA	<u>N/A</u>	<u>N/A</u>	<1%

Confirm that the information in this table matches your public company profile on [www.OTCMarkets.com](http://www.OTCMarkets.com). If any updates are needed to your public company profile, log in to [www.OTCIQ.com](http://www.OTCIQ.com) to update your company profile.

## 7) Legal/Disciplinary History

A. Identify and provide a brief explanation as to whether any of the persons or entities listed above in Section 6 have, in the past 10 years:

1. Been the subject of an indictment or conviction in a criminal proceeding or plea agreement or named as a defendant in a pending criminal proceeding (excluding minor traffic violations);

None

2. Been the subject of 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, financial- or investment-related, insurance or banking activities;

None

3. Been the subject of a finding, disciplinary order or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, a state securities regulator of a violation of federal or state securities or commodities law, or a foreign regulatory body or court, which finding or judgment has not been reversed, suspended, or vacated;

None

4. Named as a defendant or a respondent in a regulatory complaint or proceeding that could result in a "yes" answer to part 3 above; or

None

5. Been the subject 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.

None

6. Been the subject of a U.S Postal Service false representation order, or a temporary restraining order, or preliminary injunction with respect to conduct alleged to have violated the false representation statute that applies to U.S mail.

None

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 to 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.

None

## 8) Third Party Service Providers

Provide the name, address, telephone number and email address of each of the following outside providers. You may add additional space as needed.

Confirm that the information in this table matches your public company profile on [www.OTCMarkets.com](http://www.OTCMarkets.com). If any updates are needed to your public company profile, update your company profile.

### Securities Counsel

Name: Flora Perez, Esq  
Address 1: 401 East Las Olas Blvd, Suite 2000  
Address 2: Fort Lauderdale, Florida 33301  
Phone: (954) 765-0500  
Email: perezf@gtlaw.com

### Accountant or Auditor

Name: Jonathan Ridgeway  
Firm: KPMG, LLP  
Address 1: 620 S. Tryon Avenue, Suite 1000  
Address 2: Charlotte, North Carolina 28202  
Phone: (704) 453-0679  
Email: jridgeway@kpmg.com

### Investor Relations

Name: Philip Taylor  
Firm: Gilmartin Group  
Address 1: 60 E Sir Francis Drake Blvd.  
Address 2: Larkspur, CA 94939  
Phone: (415) 937-5406  
Email: philip@gilmartinir.com

### *All other means of Investor Communication:*

X (Twitter): X BSEM Twitter ([https://twitter.com/BSEM\\_Tech](https://twitter.com/BSEM_Tech))  
Discord: N/A  
LinkedIn: [BSEM LinkedIn Page](#)  
Facebook: N/A  
[Other ] [BSEM Instagram Link](#)

### 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, broker-dealer(s), advisor(s), consultant(s) or any entity/individual that 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

## 9) Disclosure & Financial Information

A. This Disclosure Statement was prepared by (name of individual):

Name: Michael Fortunato, CPA  
Title: CAO  
Relationship to Issuer: Officer

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

- IFRS  
 U.S. GAAP

C. The following financial statements were prepared by (name of individual):

Name: Michael Fortunato, CPA  
Title: CAO  
Relationship to Issuer: Officer

Describe the qualifications of the person or persons who prepared the financial statements:<sup>7</sup> The CAO is a licensed CPA and has over 30 years of experience in accounting and financial reporting.

Provide the following qualifying financial statements:

- Audit letter, if audited;
- Balance Sheet;
- Statement of Income;
- Statement of Cash Flows;
- Statement of Retained Earnings (Statement of Changes in Stockholders' Equity);
- Financial Notes

### **Financial Statement Requirements:**

- Financial statements must be published together with this disclosure statement as one document.
- Financial statements must be "machine readable." Do not publish images/scans of financial statements.

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<sup>7</sup> The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

- Financial statements must be presented with comparative financials against the prior FYE or period, as applicable.
- Financial statements must be prepared in accordance with U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.

## 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) in each Quarterly Report or Annual Report.

The certifications shall follow the format below:

I, Jason V. Matuszewski certify that:

1. I have reviewed this Disclosure Statement for BioStem Technologies, 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.

May 14, 2026

/s/ Jason Matuszewski

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

*Principal Financial Officer:*

I, Michael A. Fortunato certify that:

1. I have reviewed this Disclosure Statement for BioStem Technologies, 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.

May 14, 2026

/s/ Michael Fortunato

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



**BIOSTEM TECHNOLOGIES, INC. AND SUBSIDIARIES  
CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**For the Three Month Ended March 31, 2026 and 2025  
(Unaudited)**

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**BioStem Technologies, Inc. and Subsidiaries**  
**Condensed Consolidated Balance Sheets**  
(Unaudited)

	March 31, 2026	December 31, 2025
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash and cash equivalents	\$ 13,703,351	\$ 29,549,018
Accounts receivable, net	6,200,840	9,874,468
Inventory	4,501,445	2,877,160
Prepaid expenses and other assets	2,056,562	2,102,803
Total current assets	<u>26,462,198</u>	<u>44,403,449</u>
<b>Long-Term Assets</b>		
Property and equipment, net	3,941,899	3,970,513
Construction-in-process	962,826	961,032
Right-of-use asset, net	275,399	327,267
Intangible assets, net	21,907,942	119,765
Goodwill (Note 3)	1,532,635	244,635
Total assets	<u>\$ 55,082,899</u>	<u>\$ 50,026,661</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>Current Liabilities</b>		
Accounts payable and accrued expenses	\$ 8,487,754	\$ 4,441,419
License fees payable	434,775	729,975
Income tax payable	-	31,512
Accrued interest	2,295,000	2,227,500
Operating lease liabilities	235,066	225,768
Notes payable, net of discount	3,000,000	3,000,000
Other current liabilities	8,717,033	127,406
Total current liabilities	<u>23,169,628</u>	<u>10,783,580</u>
<b>Long-Term Liabilities</b>		
Operating lease liabilities, less current portion	44,638	105,262
Total long-term liabilities	<u>44,638</u>	<u>105,262</u>
Total liabilities	<u>23,214,266</u>	<u>10,888,842</u>
<b>Commitments and contingencies (Note 13)</b>		
<b>Stockholders' Equity</b>		
Series A-1 convertible preferred stock, \$0.001 par value; authorized 300 shares; issued and outstanding 300 shares as of March 31, 2026 and December 31, 2025.	-	-
Series B-1 convertible preferred stock, \$0.001 par value; authorized 500,000 shares; issued and outstanding 5 shares as of March 31, 2026 and December 31, 2025.	-	-
Common stock, \$0.001 par value; authorized 975,000,000 shares; issued and outstanding 16,984,057 and 16,825,716 shares as of March 31, 2026 and December 31, 2025, respectively.	16,985	16,827
Additional paid-in capital	61,889,015	60,338,654
Treasury stock, 18,000 shares at cost	(43,346)	(43,346)
Accumulated deficit	(29,994,021)	(21,174,316)
Total stockholders' equity	<u>31,868,633</u>	<u>39,137,819</u>
Total liabilities and stockholders' equity	<u>\$ 55,082,899</u>	<u>\$ 50,026,661</u>

See the Condensed Notes to the Unaudited Condensed Consolidated Financial Statements

**BioStem Technologies, Inc. and Subsidiaries**  
**Condensed Consolidated Statements of Operations**  
**(Unaudited)**

	<b>Three Months Ended March 31,</b>	
	<b>2026</b>	<b>2025</b>
Revenue, net	\$ 6,135,530	\$ 15,967,021
Cost of goods sold	2,376,039	853,438
Gross profit	<u>3,759,491</u>	<u>15,113,583</u>
Sales and marketing expenses	3,745,587	1,123,377
General and administrative expenses	7,220,789	6,996,766
Research and development expenses	1,137,229	1,690,154
Depreciation and amortization expense	540,437	53,961
Total operating expenses	<u>12,644,043</u>	<u>9,864,258</u>
(Loss) income from operations	<u>(8,884,552)</u>	<u>5,249,325</u>
Other income:		
Interest income, net	63,676	28,547
Other income	1,171	2,661
Other income, net	64,847	31,208
Total (loss) income from operations before income taxes	<u>(8,819,705)</u>	<u>5,280,533</u>
Income tax expense	-	(1,372,411)
Net (loss) income	<u>\$ (8,819,705)</u>	<u>\$ 3,908,122</u>
Basic net (loss) income per share attributable to common stockholders	<u>\$ (0.52)</u>	<u>\$ 0.23</u>
Diluted net (loss) income per share attributable to common stockholders	<u>\$ (0.52)</u>	<u>\$ 0.15</u>
Basic weighted average common shares outstanding	<u>16,851,238</u>	<u>16,673,875</u>
Diluted weighted average common shares outstanding	<u>16,851,238</u>	<u>26,257,562</u>

See the Condensed Notes to the Unaudited Condensed Consolidated Financial Statements

**BioStem Technologies, Inc. and Subsidiaries**  
**Condensed Consolidated Statements of Changes in Stockholders' Equity**  
**For the Three Months Ended March 31, 2026 and 2025**  
**(Unaudited)**

	<u>Series A-1</u>		<u>Series B-1</u>		<u>Common Stock</u>		<u>Additional Paid-In Capital</u>	<u>Treasury Stock</u>	<u>Accumulated Deficit</u>	<u>Total Stockholders' Equity</u>
	<u>Shares</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>				
<b>Three Months Ended March 31, 2026</b>										
<b>Balance as of December 31, 2025</b>	<u>300</u>	<u>\$ -</u>	<u>5</u>	<u>\$ -</u>	<u>16,825,716</u>	<u>\$ 16,827</u>	<u>\$ 60,338,654</u>	<u>\$ (43,346)</u>	<u>\$ (21,174,316)</u>	<u>\$ 39,137,819</u>
Stock based compensation-stock options	-	-	-	-	-	-	666,065	-	-	666,065
Stock based compensation-restricted common stock	-	-	-	-	157,766	158	881,297	-	-	881,455
Issuance of common stock for services	-	-	-	-	575	1	2,999	-	-	3,000
Net loss	-	-	-	-	-	-	-	-	(8,819,705)	(8,819,705)
<b>Balance as of March 31, 2026</b>	<u>300</u>	<u>\$ -</u>	<u>5</u>	<u>\$ -</u>	<u>16,984,057</u>	<u>\$ 16,985</u>	<u>\$ 61,889,015</u>	<u>\$ (43,346)</u>	<u>\$ (29,994,021)</u>	<u>\$ 31,868,633</u>
<b>Three Months Ended March 31, 2025</b>										
<b>Balance as of December 31, 2024</b>	<u>300</u>	<u>\$ -</u>	<u>5</u>	<u>\$ -</u>	<u>16,661,482</u>	<u>\$ 16,662</u>	<u>\$ 54,642,012</u>	<u>\$ (43,346)</u>	<u>\$ (14,593,404)</u>	<u>\$ 40,021,924</u>
Stock based compensation-stock options	-	-	-	-	-	-	1,732,011	-	-	1,732,011
Stock based compensation-restricted common stock	-	-	-	-	32,252	32	386,860	-	-	386,892
Issuance of common stock for services	-	-	-	-	611	1	8,999	-	-	9,000
Issuance of shares for warrant exercise	-	-	-	-	16,667	17	33,317	-	-	33,334
Net income	-	-	-	-	-	-	-	-	3,908,122	3,908,122
<b>Balance as of March 31, 2025</b>	<u>300</u>	<u>\$ -</u>	<u>5</u>	<u>\$ -</u>	<u>16,711,012</u>	<u>\$ 16,712</u>	<u>\$ 56,803,199</u>	<u>\$ (43,346)</u>	<u>\$ (10,685,282)</u>	<u>\$ 46,091,283</u>

See the Condensed Notes to the Unaudited Condensed Consolidated Financial Statements

**BioStem Technologies, Inc. and Subsidiaries**  
**Condensed Consolidated Statements of Cash Flows**  
**For the Three Months Ended March 31, 2026 and 2025**  
**(Unaudited)**

	<b>Three Months Ended March 31,</b>	
	<b>2026</b>	<b>2025</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net (loss) income	\$ (8,819,705)	\$ 3,908,122
Adjustments to reconcile net (loss) income to net cash (used in) provided by operating activities:		
Depreciation expense	28,614	23,095
Amortization expense	511,823	30,867
Amortization of debt discount	-	38,164
Amortization of right-of-use asset	51,868	24,110
Stock-based compensation expense - stock options and restricted stock	1,547,520	2,118,903
Non-cash expense for services paid in common stock	3,000	9,000
Amortization of prepaid expenses paid with common stock and warrant	-	409,030
Deferred tax benefit	-	(579,384)
Changes in operating assets and liabilities:		
Accounts receivable	3,673,628	(1,025,054)
Inventory	(1,624,285)	(148,636)
Prepaid expenses and other assets	64,612	(14,170)
Accounts payable and accrued expenses	4,046,335	(690,635)
License fees payable	(295,200)	(1,915,725)
Income tax payable	(31,512)	1,951,796
Accrued interest	67,500	66,694
Other current and long-term liabilities	(49,699)	(132,249)
Net cash (used in) provided by operating activities	<u>(825,502)</u>	<u>4,073,927</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Purchases of property and equipment and construction-in- process	(1,794)	(164,726)
Cash paid in business combination (Note 3)	(15,018,371)	-
Net cash used in investing activities	<u>(15,020,165)</u>	<u>(164,726)</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Repayments on notes payable	-	(101,786)
Proceeds from the issuance of stock for warrant and option exercises	-	33,334
Net cash used in financing activities	<u>-</u>	<u>(68,452)</u>
Cash and cash equivalents:		
Net change during the period	(15,845,667)	3,840,749
Balance, beginning of period	29,549,018	22,832,706
Balance, end of period	<u>\$ 13,703,351</u>	<u>\$ 26,673,455</u>
<b>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:</b>		
Cash paid for interest	<u>\$ 664</u>	<u>\$ 45,910</u>

See the Condensed Notes to the Unaudited Condensed Consolidated Financial Statements

**BioStem Technologies, Inc. and Subsidiaries**  
**Notes to Condensed Consolidated Financial Statements**  
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**(Unaudited)**

**Note 1 - Organization, Description of Business and Liquidity**

**Organization and Description of Business**

BioStem Technologies, Inc. (hereinafter “the Company”), was incorporated as Aladdin & Company Trading in Utah on July 7, 2006. Aladdin & Company Trading later changed its name to Caribbean Casino & Gaming Corporation and re-domiciled in Florida on March 2, 2009. On January 7, 2013, Caribbean Casino & Gaming Corporation changed its name to Caribbean International Holdings, Inc. On August 28, 2014, the Company changed its name to BioStem Technologies, Inc.

Our mission is to create and deliver the most advanced healing technologies in the world. As a leader in regenerative medicine, we are focused on the development and commercialization of perinatal tissue-based therapies that support healing across the continuum of care, including advanced wound care and surgical applications. The company harnesses the natural properties of perinatal tissue through our proprietary processing technologies to deliver clinically effective solutions that promote tissue repair and regeneration. Patients benefit from these technologies in a multitude of ways. Those with chronic wounds experience wound closure at higher rates and more quickly – improving overall quality of life and reducing the rate of debilitating sequelae including amputation and death. Surgical patients enjoy faster healing, improved restoration of function, faster return to normal daily life and reduced rates of complications. With these improved outcomes, the overall cost of patient care is reduced over time.

Our portfolio consists primarily of placenta-derived tissue allografts, which are human tissues used as protective barriers or coverings to support the body’s natural healing processes. We offer both dry and cryopreserved allografts that are utilized across a broad range of clinical settings, including advanced wound care and surgical applications. We intend to continue expanding our portfolio with complementary regenerative therapies and technologies that address unmet needs across wound management and surgical healing.

In January 2026, we expanded our portfolio through the purchase and licensing of certain assets from BioTissue Holdings Inc.’s surgical and wound care business. Among the assets we acquired and licensed were the well-known Neox<sup>®</sup> and Clarix<sup>®</sup> product lines, as well as a broad national footprint of direct sales representatives and contracted independent sales agents. We believe this addition will meaningfully bolster our commercial capabilities and deepen our presence in both hospital inpatient and outpatient care environments. The Company’s fiscal year end is December 31.

**Liquidity**

As of March 31, 2026, the Company had cash and cash equivalents of \$13,703,351. The Company had a net loss of \$8,819,705 and net income of \$3,908,122 for the three months ended March 31, 2026 and 2025, respectively, and has an accumulated deficit of \$29,994,021 as of March 31, 2026. The Company expects to incur net losses and negative cash flows from operations for at least the next twelve months due to reduced product pricing dictated by the Centers for Medicare & Medicaid Services (CMS) that became effective in 2026, and has contractual and contingent obligations over the next twelve months related to the BioTissue acquisition and a restructured loan (see Note 16). The Company will require additional liquidity to continue its operations and meet its obligations over the next 12 months.

The Company plans to finance its operations and development needs with its existing cash and cash equivalents, additional equity and/or debt financing arrangements, and revenue primarily anticipated from the sale of our products. There can be no assurance that the Company will be able to obtain additional financing on terms acceptable to the Company, on a timely basis, or at all. Accordingly, substantial doubt exists about the Company’s ability to continue as a going concern for at least one year from the issuance of these financial statements.

The condensed consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The accompanying financial statements do not include any adjustments to reflect the possible future effects on the recoverability of assets or the amounts and classifications of liabilities that may be necessary if the Company were unable to continue as a going concern.

**Note 2 - Summary of Significant Accounting Policies**

**Basis of Presentation and Consolidation**

The condensed consolidated statements of the Company are presented in United States dollars and have been prepared in accordance with financial accounting principles generally accepted in the United States of America ("U.S. GAAP") for interim financial information, and include the accounts of BioStem Technologies, Inc. and its wholly-owned subsidiaries, BioStem Life Sciences, Inc., Auxocell

**BioStem Technologies, Inc. and Subsidiaries**  
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Operations Inc., and BioStem Properties, LLC. All intercompany transactions have been eliminated in consolidation.

Accordingly, certain information and footnote disclosures required by U.S. GAAP for complete financial statements have been condensed or omitted. In the opinion of the Company, the accompanying condensed consolidated financial statements reflect all normal recurring adjustments that are necessary to present fairly the results for the interim periods presented. The condensed consolidated balance sheet as of December 31, 2025, was derived from the Company's audited consolidated financial statements as of and for the year ended December 31, 2025. The information included in this quarterly report on should be read in conjunction with the audited consolidated financial statements and accompanying notes included in our Annual Report for the year ended December 31, 2025. Interim results are not necessarily indicative of the results for the full year.

#### **Use of Estimates**

The preparation of the condensed consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported in the condensed consolidated financial statements and accompanying notes.

Such estimates and assumptions impact both assets and liabilities, including but not limited to net realizable value of accounts receivable and inventory, estimated useful lives and impairment of long-lived assets, the valuation of intangible assets, goodwill, estimated fair value of stock-based awards, valuation of contingent consideration, and the valuation of deferred tax assets.

Making estimates requires management to exercise significant judgment. It is at least reasonably possible that the estimate of the effect of a condition, situation or set of circumstances that existed at the date of the condensed consolidated financial statements, which management considered in formulating its estimate, could change in the near term due to one or more future non-conforming events. Accordingly, actual results could differ significantly from estimates.

#### **Risks and Uncertainties**

The Company's operations are subject to risks and uncertainties including financial, operational, regulatory, and other risks including the potential risk of business failure.

The Company has experienced, and in the future expects to continue to experience, variability in its sales and earnings. The factors expected to contribute to this variability include, among others: (i) the uncertainty associated with the commercialization and ultimate success of the Company's products; (ii) competition inherent in the markets where products are expected to be sold; (iii) general economic conditions; and (iv) the related volatility related to product pricing determined and approved by the Centers for Medicare & Medicaid Services ("CMS").

#### **Significant Accounting Policies**

There have been no material changes to our significant accounting policies from our Annual Report for the year ended December 31, 2025 except for the addition of the value of our contingent consideration and estimated useful life of our acquired intangible assets as described in Note 3.

#### **Note 3-Business Combination**

##### **Overview**

On January 21, 2026 (the "Acquisition Date" or "Closing Date"), BioStem Technologies, Inc. ("BioStem" or the "Company") completed the acquisition of a defined set of assets constituting the surgical and wound care business (the "Business") from BioTissue Holdings Inc. and BioTissue Surgical Inc. (collectively, "BioTissue" or the "Seller") pursuant to an Asset Purchase Agreement dated January 21, 2026 (the "APA"). The Company has integrated the acquired operations into its existing business to expand its product offerings and commercial presence within both chronic and acute wound care markets, including hospital-based settings.

The Company evaluated the acquisition under ASC 805, *Business Combinations*, and concluded that the acquired set of assets and activities including acquired rights to products, licensed IP, customer list, and workforce, constitutes a business. Accordingly, the acquisition has been accounted for as a business combination using the acquisition method of accounting.

From the date of the acquisition through March 31, 2026, the acquired Business generated \$5,363,878 in revenue, net. BioTissue proforma revenue, net for the period from January 1, 2026, to the Acquisition Date was \$1,486,326. For the three months ended March 31, 2025, BioTissue proforma revenue, net was \$6,931,540.

**BioStem Technologies, Inc. and Subsidiaries**  
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We are unable to provide pro forma net income as that information is not readily determinable at this time.

**Acquisition-Related Costs**

Transaction costs of \$976,428 incurred by the Company in connection with the acquisition, including advisory, legal, accounting, and valuation fees have been expensed as incurred in accordance with ASC 805-10-25-23. The Company did not pay any transaction expenses on behalf of the Seller.

**Consideration Transferred**

Total consideration transferred was measured at acquisition-date fair value as follows:

Total cash consideration	\$	15,018,371
Contingent consideration		8,588,000
Total consideration transferred	\$	<u>23,606,371</u>

**Acquired Assets, Liabilities Assumed, and Goodwill**

The following table summarizes cash consideration paid for the identifiable assets acquired, liabilities assumed, and goodwill as of the acquisition date:

Prepaid expenses	\$	18,371
Licensed technology		11,700,000
Trade names and trademarks		1,800,000
Customer-related contracts and relationships		8,800,000
Goodwill		1,288,000
Contingent consideration payable		(8,588,000)
Total net identifiable assets acquired	\$	<u>15,018,371</u>

The identifiable intangible assets acquired consisted of licensed technology, trade names and trademarks, and customer-related contracts and relationships, with estimated useful lives of ten years (10), fifteen (15) years, and seven (7) years, respectively. The Company engaged an independent third-party valuation specialist to assist in the determination of the fair value of intangible assets acquired. All key estimates, assumptions, and forecasts were either provided by or reviewed by management. While the third-party specialist provided significant input into the valuation, the final conclusions reflect the judgment of management. The fair value measurements of the intangible assets were based primarily on significant unobservable inputs, and this represents a Level 3 measurement.

Goodwill of \$1,288,000 represents the excess of consideration transferred over the fair value of net identifiable assets acquired. It primarily reflects the expected synergies from integrating the acquired Business with the Company's existing product portfolio, expanded group purchasing organization (GPO) access, and commercial infrastructure. Goodwill is not deductible for income tax purposes.

Pursuant to Section 1.8 of the APA, the Company is obligated to pay the Seller a "Clearance Payment" of up to \$10,000,000 upon receipt of FDA 510(k) clearance for the Catalyze Product (Clarix Flo and Neox Flo) within 12 months following the Closing Date. The Clearance Payment may be reduced by \$5,000,000 if, prior to clearance, the FDA takes adverse action on products with trailing twelve-month revenue in excess of \$8,000,000; however, such reduction amount becomes payable once the issue is materially remediated (subject to a 12-month window).

The Company evaluated the Clearance Payment and concluded it represents contingent consideration in the business combination (ASC 805-10-55-18; 55-25).

The contingent consideration liability was recorded as an other current liability at an acquisition-date fair value of \$8,588,000 and will be re-measured to fair value at each subsequent reporting date, with changes recognized in earnings.

**BioStem Technologies, Inc. and Subsidiaries**  
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**Note 4- Inventory**

The table below presents the Company's inventory values, by category, as of as of March 31, 2026 and December 31, 2025:

	<b>March 31, 2026</b>	<b>December 31, 2025</b>
Raw materials	\$ 134,457	\$ 251,911
Finished goods	4,366,988	2,625,249
Total net realizable value	<u>\$ 4,501,445</u>	<u>\$ 2,877,160</u>

**Note 5- Revenue**

Prior to January 1, 2026, the Company primarily distributed its products through a single distributor customer ("Distributor") under a Distribution and Services agreement (the "D&S Agreement"). During the three months ended March 31, 2025, and through December 31, 2025, the Distributor served as the Company's sole customer for sale and distribution of its products. Effective January 1, 2026, the D&S Agreement was amended to primarily reduce the transfer price from the Company to the Distributor.

On January 21, 2026, the Company expanded its product portfolio by acquiring and licensing certain assets from BioTissue's surgical and wound care business (See Note 3). The acquired assets include the Neox<sup>®</sup> and Clarix<sup>®</sup> product lines, an established national network of direct and independent sales representatives, and an existing customer base with related customer contracts.

**Customer concentration**

During the three months ended March 31, 2026 and March 31, 2025, the Company's single distributor customer accounted for approximately 13% and 100% of our unaudited consolidated revenue, respectively.

As of March 31, 2026 and December 31, 2025 accounts receivable, net of \$8,800,602 in credit losses from the Company's single distributor customer were \$2,346,928 and \$9,841,476, respectively.

**Disaggregation of Revenue**

The following table provides information about revenue disaggregated by major sites of service:

	<b>Three Months Ended March 31,</b>	
	<b>2026</b>	<b>2025</b>
Hospital	\$ 5,363,878	\$ -
Physician office	771,651	15,967,021
Revenue, net	<u>\$ 6,135,530</u>	<u>\$ 15,967,021</u>

**Note 6- Net (Loss) Income Per Share**

Basic net (loss) income per share is computed by dividing the net earnings by the weighted-average number of common shares outstanding for the period. Diluted net (loss) income per share is computed based on the potential impact of dilutive securities, including outstanding common stock options, restricted stock units, warrants to purchase common stock, convertible preferred stock, and common stock issuable in connection with convertible notes. For periods in which the Company has reported negative net loss, diluted net loss per share is the same as basic net loss per share because common dilutive shares are not assumed to have been issued if their effect is anti-dilutive. Basic and dilutive net (loss) income per share is as follows:

**BioStem Technologies, Inc. and Subsidiaries**  
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**(Unaudited)**

	<b>Three Months Ended March 31,</b>	
	<b>2026</b>	<b>2025</b>
Net (loss) income available to common shareholders (numerator)	\$ (8,819,705)	\$ 3,908,122
Weighted-average number of common shares (denominator)	16,851,238	16,673,875
Basic (loss) income per common share	\$ (0.52)	\$ 0.23
Weighted-average number of common shares	16,851,238	16,673,875
Potential shares of common stock arising from stock options, warrants, and unvested RSU's	-	9,583,687
Total shares-diluted (denominator)	16,851,238	26,257,562
Diluted (loss) income per common share	\$ (0.52)	\$ 0.15
Anti-dilutive weighted shares excluded from the calculation of diluted (loss) income per common share	6,674,596	-

**Note 7 - Property and Equipment, net**

The following table presents property and equipment as of March 31, 2026 and December 31, 2025:

	<b>March 31, 2026</b>	<b>December 31, 2025</b>
Building	\$ 433,448	\$ 433,448
Building improvements	827,843	827,843
Land	2,367,443	2,367,443
Machinery and equipment	1,361,960	1,361,960
Computer and office equipment	64,702	64,702
Furniture and fixtures	226,802	226,802
Total property and equipment	5,282,198	5,282,198
Less: Accumulated depreciation	(1,340,299)	(1,311,685)
Total property and equipment, net	\$ 3,941,899	\$ 3,970,513
Construction-in-process	\$ 962,826	\$ 961,032

Depreciation expense related to property and equipment, net was \$28,614 and \$23,095 for the three months ended March 31, 2026 and 2025, respectively.

**Note 8 - Finite Lived Intangible Assets and Goodwill**

**Goodwill**

The following table presents goodwill as of March 31, 2026:

Goodwill, beginning of period	\$ 244,635
Additions from acquisition (Note 3)	1,288,000
Goodwill, end of period	\$ 1,532,635

There were no changes to goodwill in the three months ended March 31, 2025.

**BioStem Technologies, Inc. and Subsidiaries**  
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**Intangible Assets**

Amortization of intangible assets with finite lives is calculated on the straight-line method based on the following estimated useful lives:

Website and software development costs	5 years
Intellectual property	5-15 years
Customer relationships	7 years

The following table presents intangible assets other than goodwill as of March 31, 2026 and December 31, 2025:

	<b>March 31, 2026</b>		
	<b>Gross Carrying Amount</b>	<b>Accumulated Amortization</b>	<b>Net Carrying Amount</b>
Intellectual property	\$ 11,852,000	\$ 339,250	\$ 11,512,750
Trade names	1,800,000	23,333	1,776,667
Website & software development costs	225,907	162,938	62,969
Customer relationships	9,154,000	598,444	8,555,556
<b>Total</b>	<b>\$ 23,031,907</b>	<b>\$ 1,123,965</b>	<b>\$ 21,907,942</b>

	<b>December 31, 2025</b>		
	<b>Gross Carrying Amount</b>	<b>Accumulated Amortization</b>	<b>Net Carrying Amount</b>
Intellectual property	\$ 152,000	\$ 106,500	\$ 45,500
Website & software development costs	225,907	151,642	74,265
Customer relationships	354,000	354,000	-
<b>Total</b>	<b>\$ 731,907</b>	<b>\$ 612,142</b>	<b>\$ 119,765</b>

During each of the three months ended March 31, 2026 and March 31, 2025, amortization expense was \$511,823 and \$30,867 respectively.

Future expected amortization expense of intangible assets is as follows:

**Year Ending December 31,**

2026 (remaining)	\$	1,959,993
2027		2,597,226
2028		2,550,643
2029		2,547,143
2030		2,547,143
Thereafter		9,705,794
<b>Total</b>	<b>\$</b>	<b>21,907,942</b>

**Note 9 - Accounts Payable and Accrued Expenses**

Accounts payable and accrued expenses consisted of the following as of March 31, 2026 and December 31, 2025:

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	<u>March 31, 2026</u>	<u>December 31, 2025</u>
Accounts payable	\$ 4,019,936	\$ 1,399,998
Accrued liabilities	1,341,333	933,811
Accrued payroll and payroll tax	3,126,484	2,107,610
Total accounts payable and accrued expenses	<u>\$ 8,487,754</u>	<u>\$ 4,441,419</u>

**Note 10 - Notes Payable**

The following table presents notes payable as of March 31, 2026 and December 31, 2025:

	<u>March 31, 2026</u>	<u>December 31, 2025</u>
On July 27, 2018, the Company entered into a Bridge Loan Agreement and Promissory Note, with an interest rate of 0.50% per month for the first six months and 0.75% per month through the Maturity Date of July 27, 2019. This agreement has not been repaid on the maturity date and as of March 31, 2026 was in default (1).	\$ 1,000,000	\$ 1,000,000
On October 5, 2018, the Company entered into a Bridge Loan Agreement and Promissory Note, with an interest rate of 0.50%, per month for the first six months and 0.75% per month through the Maturity Date of October 5, 2019. This agreement has not been repaid on the maturity date and as of March 31, 2026 was in default (1).	2,000,000	2,000,000
Total notes payable	3,000,000	3,000,000
Less: current portion of notes payable, net of discount	(3,000,000)	(3,000,000)
Notes payable-long-term	<u>\$ -</u>	<u>\$ -</u>

- (1) In August 2019, the Company received notice from GMA Bridge Fund, LLC that the Company is in default for the loan that matured on July 27, 2019, for non-payment and gave the Company notice that the note which matured on October 5, 2019, was also in default. On April 27, 2026, the Company entered into a Settlement Agreement and Release with GMA Bridge Fund, LLC and GMA Bridge Holdings, LLC (collectively, "GMA") to resolve all disputes arising from the loan agreements in default (see Note 16).

**Note 11 - Stockholders' Equity**

***Common Stock and Warrants for Services***

On April 8, 2024, the Company entered into an agreement with a service provider to provide certain services until December 27, 2025 (the "Service Agreement") in exchange for 60,000 shares of restricted common stock with a fair value of \$860,400 based on the market price of the Company's common stock on the grant date. Further, the Company issued the service provider a common stock purchase warrant ("Warrant") which permits the service provider to purchase 50,000, 50,000 and 100,000 shares of the Company's common stock at a price of \$4.00 per share, \$5.00 per share and \$6.00 per share, respectively. The Warrant is immediately exercisable in whole or in part, by the service provider from April 8, 2024, to April 8, 2029. The total estimated grant date fair value of the Warrant using the Black-Scholes option pricing model was \$1,943,500 and was recognized into expense over the term of the service provider's agreement. The following inputs were utilized in the Black-Scholes option pricing model to estimate the Warrant fair value: common stock price as quoted on the OTC market of \$10.78, exercise price of \$4 - \$6, volatility of 124.34%, and risk-free rate of 4.43%.

The initial value of the common stock and warrants have been reflected as an increase to additional paid in capital and prepaid expenses in the aggregate amount of \$2,803,900. The fair value of these stock-based payments was being amortized into expense as services were provided by the vendor. In the second quarter of 2025, the Service Agreement was terminated, and the Company recognized the remaining prepaid expense balance of \$1,611,796 as expense. During the three months ended March 31, 2026 and 2025, the Company amortized \$0 and \$409,030 into expense which is classified within general and administrative expense on the condensed consolidated statements of operations.

The following table presents the Company's common stock warrant activity during the three months ended March 31, 2026:

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	<b>Number of Shares Underlying Warrants</b>	<b>Weighted Average Exercise Price</b>	<b>Weighted Average Remaining Term (Years)</b>
Outstanding as of December 31, 2025	2,033,467	\$ 2.27	2.72
Granted	-	-	-
Exercises	-	-	-
Outstanding and exercisable as of March 31, 2026	<u>2,033,467</u>	<u>\$ 2.27</u>	<u>2.48</u>

***Series A-1 Convertible Preferred Shares***

The Company has designated 300 shares of preferred stock with a par value of \$0.001 as “Series A-1 Convertible Preferred Shares”.

The Series A-1 Convertible Preferred Shares entitle their holders to a number of votes equal to the number of shares issuable upon conversion times 2,000,000 granting the holders of Series A-1 Convertible Preferred Shares, as a group, effective control of the Company.

The Series A-1 Convertible Preferred Shares are convertible, at the option of the holders, or automatically upon a Qualified Public Offering resulting in gross proceeds to the Company of not less than \$30 million, in whole but not in part, into 300 shares of common stock.

Holders of Series A-1 Convertible Preferred Shares are not entitled to receive dividends, out of assets legally available thereof, prior and in preference to any declaration or payment of any dividend on the common stock or any other capital stock of the Corporation.

As of March 31, 2026 and December 31, 2025 there are 300 shares of Series A-1 Convertible Preferred Shares outstanding.

***Series B-1 Convertible Preferred Shares***

The Company has designated 500,000 shares of preferred stock with a par value of \$0.001 as “Series B-1 Convertible Preferred Shares”.

The Series B-1 Convertible Preferred Shares entitle their holders to votes equal to the number of shares issuable upon conversion.

The Series B-1 Convertible Preferred Share is convertible, at the option of the holders, or automatically upon a Qualified Public Offering resulting in gross proceeds to the Company of not less than \$30 million, in whole but not in part, into 5 shares of common stock.

The Series B-1 Convertible Preferred Shares shall be entitled to receive an annual dividend, payable in newly issued common stock, in an amount equal to ten percent of the number of then existing Series B-1 Convertible Preferred Shares issued and outstanding prior and in preference to any declaration or payment of any dividend on the common stock or any other capital stock of the Corporation. This dividend is cumulative.

As of March 31, 2026 and December 31, 2025, there are 5 shares of Series B-1 Convertible Preferred Shares outstanding.

***Common Stock***

Subject to the rights of holders of Series B-1 preferred shares, common stock shall be entitled to receive such cash dividends may be declared thereon by the Board from time to time out of assets of finds of the Corporation legally available.

The Company is authorized to issue 975,000,000 shares of common stock with a par value of \$0.001 per share as of March 31, 2026 and December 31, 2025.

***Common Stock Issuances***

***Three Months Ended March 31, 2026***

During the three months ended March 31, 2026, the Company issued 157,766 shares of restricted common stock for fully vested RSUs. See the restricted stock unit disclosure in Note 12 below.

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During the three months ended March 31, 2026, the Company issued 575 shares of common stock for services for \$3,000 based on the market price of the Company's stock on the grant date.

***Three Months Ended March 31, 2025***

During the three months ended March 31, 2025, the Company issued 32,252 shares of restricted common stock for fully vested RSUs. See the restricted stock unit disclosure in Note 12 below.

During the three months ended March 31, 2025, the Company issued 611 shares of common stock for \$9,000 of services, based on the market price of the Company's stock on the grant date.

During the three months ended March 31, 2025, the Company issued 16,667 shares of common stock for the exercise of a warrant and received cash proceeds of \$33,334.

**Note 12- Stock Based Compensation**

***Share-based Compensation Plan***

The Board of Directors and stockholders approved the BioStem Technologies, Inc. 2022 Equity Incentive Plan (2022 EIP), effective as of January 3, 2023, which serves as the successor to the BioStem Technologies, Inc. 2021 Equity Incentive Plan (2021 EIP) and permits the grant of incentive and nonstatutory stock options, stock appreciation rights, restricted stock, restricted stock units, performance awards, and cash-based awards and other stock-based awards to qualified employees, directors, and consultants. No new awards will be issued under the 2021 EIP as of the effective date of the 2022 EIP. Outstanding awards under the 2021 EIP continue to be subject to the terms and conditions of the 2021 EIP. If shares issued under the 2021 EIP and 2022 EIP pursuant to awards of restricted stock, restricted stock units, performance shares or performance units are repurchased by the Company or are forfeited to the Company due to the failure to vest, such shares are added back to the reserves of the 2022 EIP. Shares used to pay the exercise price of an award or to satisfy the tax withholdings related to an award will also become available for future grant or sale under the current EIP. The maximum aggregate number of shares that may be subject to awards and sold under the 2022 EIP is 1,752,693 shares. The shares may be authorized but unissued, or reacquired common stock. As of March 31, 2026, there were 448,776 shares reserved for future issuance under the current EIP. The term of each Option will be stated in the Award Agreement. In the case of an incentive stock option, the term will be no more than ten (10) years from the date of grant thereof. In the case of an incentive stock option granted to a Participant who, at the time the incentive stock option is granted, owns stock representing more than ten percent (10%) of the total combined voting power of all classes of stock of the Company or any Parent or Subsidiary, the term of the Incentive Stock Option will be five (5) years from the date of grant or such shorter term as may be provided in the Award Agreement.

***Stock Options***

The fair value of service-based stock options granted to employees and non-employees was estimated on the grant date using the Black-Scholes valuation model with the following assumptions:

	<b>March 31, 2026</b>	<b>March 31, 2025</b>
Dividend yield	0%	0%
Expected term	6 years	6 years
Risk-free interest rates	3.86%	4.02%-4.42%
Expected volatility	105.65%	104.47%-106.61%

*Dividend Yield* – The dividend yield is assumed to be zero as the Company has never paid dividends and has no current plans to do so.

*Expected Term* – The expected term represents the period that the Company's stock-based awards are expected to be outstanding. The Company determines the expected term using the simplified method as the Company does not have sufficient historical information to develop reasonable expectations about future exercise patterns and post-vesting employment termination behavior. The simplified method deems the term to be the average of the time-to-vesting and the contractual life of the options.

*Expected Volatility* – Since the Company does not have a sufficient trading history of its common stock, the expected volatility is derived from the average historical stock volatilities of several unrelated public companies within the Company's industry that the Company considers to be comparable to its business over a period equivalent to the expected term of the stock option grants.

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*Fair Value of Common Stock*—The fair value of common stock is based on the closing price of the Company’s common stock, as reported on Over-the-Counter Market (“OTC”) on the date of grant.

The following table summarizes activity under the Company’s stock options plans for service-based and market-based stock options:

	<b>Number of Shares Underlying Options</b>	<b>Weighted Average Exercise Price</b>	<b>Weighted Average Remaining Term (Years)</b>	<b>Intrinsic Value</b>
Outstanding as of December 31, 2025	6,280,284	\$ 2.92	6.67	\$ 5,576,041
Granted	926,853	\$ 5.50	-	-
Forfeited	(8,955)	\$ 12.45	-	-
Outstanding as of March 31, 2026	7,198,182	\$ 3.24	6.95	\$ 5,664,168
Vested and exercisable as of March 31, 2026	5,639,697	\$ 2.24	6.30	\$ 10,074,349

The weighted-average grant date fair value of options granted during the three months ended March 31, 2026 and 2025, was \$5.50 and \$8.83, respectively. During the three months ended March 31, 2026 and 2025, the Company recognized \$666,065 and \$1,732,011 respectively, of stock-based compensation in connection with service-based and market-based option grants which is included in general and administrative expenses on the condensed consolidated statements of operations. As of March 31, 2026, total unrecognized stock-based compensation expense for service-based option grants was \$8,078,412, which is expected to be recognized over a straight-line basis over a weighted-average period of 2.44 years.

***Market-Based Stock Option Grants***

In July 2022, the Board of Directors approved and amended executive employment agreements for the Company’s Chief Executive Officer (“CEO”) and Chief Operating Officer (“COO”). Additionally, in October 2022 the Board of Directors granted 2,250,000 options at an exercise price of \$2.00, to both the CEO and COO, for a total of 4,500,000 options with an aggregate grant date fair value of \$14,829,290 estimated using the Monte Carlo simulation. Vesting of these options were based on Sustained Market Capitalization targets, which were fully met during the three months ended March 31, 2025, and the options may be exercised for up to 10 years after the date of grant. As of March 31, 2026, the Sustained Market Capitalization targets had been met and all 4,500,000 options were vested and exercisable. During the three months ended March 31, 2026 and 2025, \$0 and \$1,438,538 of stock-based compensation expense was recognized related to these market-based option grants.

***Restricted Stock Units (“RSUs”)***

During the three months ended March 31, 2026, a total of 759,636 RSUs with an aggregate grant date fair value of \$4,178,000 were granted to key employees and the Company’s CEO and COO. The RSUs granted vest 33% on the first anniversary of the grant date with quarterly vesting over two (2) years thereafter. The fair value of restricted stock is based on the closing price of the Company’s common stock on the OTC market on the date of the grant.

The following table summarizes the restricted stock unit activity during the three months ended March 31, 2026

	<b>Shares Outstanding</b>	<b>Weighted Average Grant Date Fair Value</b>
Unvested balance-December 31, 2025	661,882	\$ 9.93
Granted	759,636	5.50
Vested	(157,766)	9.95
Forfeited or canceled	(7,430)	11.38
Unvested balance-March 31, 2026	1,256,322	\$ 3.91

During the three months ended March 31, 2026 and 2025, we recognized stock-based compensation on restricted stock units of \$881,455 and \$386,892 respectively. As of March 31, 2026, unrecognized stock-based compensation on unvested RSUs was \$8,703,343 which will be recognized through February 2029 over a weighted average period of 1.86 years.

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**Note 13 - Commitments and Contingencies**

***Operating Leases***

On April 14, 2025, the Company entered into a twenty-four (24) month and sixteen (16) day lease for additional office space in Fort Lauderdale, Florida commencing May 1, 2025. Monthly lease payments are \$4,857, \$9,713, and \$9,872 for the periods May 15, 2025, through May 31, 2025, June 1, 2025, through May 31, 2026, and June 1, 2026, through May 31, 2027, respectively. Further, the Company executed a lease for office equipment which commenced in May 2025 and requires monthly lease payments of \$339 through July 2027.

Upon the lease commencing, the Company recognized an operating right-of-use asset and operating lease liabilities of approximately \$217,655 for the present value of the lease payments required over the term of the lease using an incremental borrowing rate of 11.31%

On March 15, 2024, the Company entered into a thirty-eight (38) month lease for office space commencing April 1, 2024. On April 1, 2024, the Company occupied its new expanded office space in Fort Lauderdale, Florida and received the months of April and May rent free. Monthly lease payments are \$10,159, \$10,250, \$10,420, \$10,117, and \$10,198 for the periods June 1, 2024, through December 31, 2024, January 1, 2025, through May 31, 2025, June 1, 2025, through September 30, 2025, October 1, 2025, through May 1, 2026, and June 1, 2026, through May 1, 2027, respectively. Further, the Company executed a lease for office equipment which commenced April 2024 and requires monthly lease payments of \$1,029 through July 2027.

Upon the lease commencing, the Company recognized an operating right-of-use asset and operating lease liabilities of approximately \$340,401 for the present value of the lease payments required over the term of the lease using an incremental borrowing rate of 12.00%

Future payments required on the operating lease liabilities, over a weighted average remaining lease term of approximately 1.18 are as follows:

**Year Ending December 31,**

2026 (remaining)	\$	191,458
2027		109,363
Total		300,821
Less present value discount		(21,117)
Total operating lease liabilities	\$	<u>279,704</u>

During the three months ended March 31, 2026 and 2025, we incurred lease expense of approximately \$74,135 and \$30,259 connection with the operating leases, respectively, included within general and administrative expenses on the condensed consolidated statement of operations.

***Legal Matters***

From time to time, claims are made against the Company in the ordinary course of business, which could result in litigation. Claims and associated litigation are subject to inherent uncertainties and unfavorable outcomes could occur, such as monetary damages, fines, penalties, or injunctions prohibiting the Company from selling one or more products or engaging in other activities. The occurrence of an unfavorable outcome in any specific period could have a material adverse effect on the Company's results of operations for that period or future periods. The Company is not presently a party to any pending or threatened legal proceedings.

On September 23, 2024, GMA submitted a Demand for Arbitration to the American Arbitration Association relating to the repayment of the Notes in the amount of \$3,000,000 plus interest. On April 27, 2026, the Company entered into a Settlement Agreement and Release with GMA to resolve all disputes arising from loan agreements in default (See Note 16).

**Note 14 - Income Taxes**

The Company recorded an income tax expense of \$0 and \$1,372,411 for the three months ended March 31, 2026 and 2025, respectively.

The Company's effective tax rate ("ETF") for the three months ended March 31, 2026 and 2025 was 0% and 25.99%, respectively. The Company's ETR decreased from the first quarter of 2025 due to the full valuation allowance placed on deferred tax assets during the fourth quarter of 2025.

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**Note 15– Segment Information**

Operating segments are defined as components of an entity for which separate financial information is available and that is regularly provided to the Chief Operating Decision Maker (CODM) in deciding how to allocate resources to an individual segment and in assessing performance. The Company’s Chief Executive Officer comprises the Company’s CODM. The CODM reviews financial information presented on a consolidated basis for purposes of making operating decisions, allocating resources, and evaluating financial performance. The CODM uses consolidated net (loss) income as the primary metric to assess performance and the allocation of resources. As such, the Company has determined that it operates as one operating and reportable segment. Segment assets, liabilities and stockholders’ equity is presented the same as disclosed on the consolidated balance sheets.

The following tables set forth significant expense categories and other specified amounts included in consolidated net income that are otherwise regularly provided to the CODM for the three months ended March 31, 2026 and 2025:

	<b>Three Months Ended March 31,</b>	
	<b>2026</b>	<b>2025</b>
Revenue	\$ 6,135,530	\$ 15,967,021
Cost of goods sold	2,376,039	853,438
Gross profit	3,759,491	15,113,583
General and administrative	495,544	712,678
Research and development	26,215	20,255
Sales and marketing	458,437	130,415
Professional fees	6,099,762	4,443,345
Compensation and related	5,023,648	4,503,604
Depreciation and amortization	540,437	53,961
Interest income, net	(63,676)	(28,547)
Other income	(1,171)	(2,661)
Income tax expense	-	1,372,411
Segment expense	12,579,196	11,205,461
Net (loss) income	\$ (8,819,705)	\$ 3,908,122

\*Note that the amounts presented above for research and development, sales and marketing, and general and administrative are exclusive of share-based compensation, payroll, and professional fee expenses.

**Note 16 - Subsequent Events**

Equity Awards

On April 1, 2026, the Compensation Committee of the Board of Directors approved equity awards under the Company’s 2022 Equity Incentive Plan. We issued an aggregate of 488,233 stock options to purchase shares of our common stock to 39 employees. The total grant date fair value of the options was \$1,660,000 as determined using the Black-Scholes option pricing model. The awards vest over three years, with one-third vesting on the first anniversary of the grant date and the remainder vesting in equal quarterly installments over the following eight quarters.

Settlement of Outstanding Debt

On April 27, 2026, BioStem Technologies, Inc. entered into a Settlement Agreement and Release with GMA to resolve all disputes arising from loan agreements in default (See Note 10).

Pursuant to the terms of the settlement, the Company agreed to: (i) pay GMA a lump-sum cash settlement of \$3,500,000 by wire transfer; and (ii) issue a secured promissory note in the principal amount of \$1,000,000, bearing interest at 0.50% per month for the first six months and 0.75% per month thereafter until maturity, with a one-year term. The note is secured by a second mortgage on the Company's real property located at 2836 Center Port Circle, Pompano Beach, Florida 33064. If the Company repays the full \$1,000,000 principal on or before December 31, 2026, GMA has agreed to waive all accrued interest on the note.

The Company has evaluated subsequent events through the date the financial statements were issued and determined that no additional events require disclosure.