

## Management Certification

The undersigned, on behalf of Cell Source, Inc. ("the Company"), certifies that the information provided herein is accurate and complete to the best of the Company's knowledge.

1. The Company is current in its disclosure obligations pursuant to the following reporting standard:

### SEC Reporting Obligations

- The Company has a reporting obligation under Section 13 or 15(d) of the Exchange Act
- The Company has a reporting obligation under Regulation A (Tier 2)
- The Company has a reporting obligation under Regulation Crowdfunding (CF)
- Other (please describe)

### Other Reporting Obligations

The Company is a U.S. bank, bank holding company, or similar financial institution exempt from SEC registration, has a reporting obligation to a U.S. Bank Regulator and follows OTC Markets' Bank Reporting requirements.

The Company is exempt from SEC registration and is reporting under the Alternative Reporting Standard

2. Indicate below 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:

3. Indicate below whether the Company is subject to Bankruptcy or reorganization proceedings.

Yes:  No:

4. The Company has a Verified Company Profile on OTCMarkets.com.
5. The Company is duly organized and in good standing under the laws of the state or jurisdiction in which the Company is organized or does business.
6. The Company understands and acknowledges its obligations to report company-related actions pursuant to Exchange Act Rule 10b-17 and FINRA Rule 6490.
7. The Company understands and acknowledges its obligations to publicly disclose material information in a timely manner in accordance with applicable U.S. federal securities laws, including but not limited to Section 10(b) of the Exchange Act and Rule 10b-5 thereunder.
8. The Company's transfer agent and its address are listed below. If the Company acts as its own transfer agent, indicate that by listing the Company and its information in the fields provided.<sup>1</sup>

Transfer Agent: Vstock Transfer  
Address: 18 Lafayette Place  
Woodmere, NY 11598

<sup>1</sup> OTCQX, OTCQB, and OTCID companies are required to retain a transfer agent that participates in the Transfer Agent Verified Shares Program. OTCID companies that act as their own transfer agent may submit data directly to OTC Markets.

9. The Company's most recent Annual Report was prepared by:  
Below is a list all law firm(s) and attorney(s) (including internal counsel) that acted as the Company's primary legal counsel in preparing its most recent annual report or, if no attorney assisted in preparing the disclosure, the person(s) who prepared the disclosure and their relationship to the Company.

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

10. The Company's Officers, Directors and 5% Beneficial Owners are listed below:

The table below provides information regarding all officers and directors of the Company, or any person that performs a similar function, regardless of the number of shares they own. To the best of the Company's knowledge, it includes all individuals or entities beneficially owning 5% or more of any class of the issuer's equity securities. To identify holders of 5% or more, companies may obtain a recent copy of their shareholder list that includes Non-Objecting Beneficial Owners or "NOBOs." SEC Reporting companies may also research their beneficial ownership and insider transaction filings such as on Schedules 13G or 13D or on Forms 3, 4, and 5.

As of (latest practicable date): December 31, 2025

<b>Individual Name</b> (First, Last) or <b>Entity Name</b> (Include names of control person(s) if a corporate entity)	<b>Position/Company</b> <b>Affiliation</b> (ex: CEO, $\geq$ 5% beneficial owner)	<b>City and State</b> (Include Country if outside U.S.)	<b>Number of</b> <b>Shares</b> <b>Owned</b> (List common, preferred, warrants and options separately)	<b>Class of</b> <b>Shares</b> <b>Owned</b>	<b>Percentage</b> <b>of Class of</b> <b>Shares</b> <b>Owned</b> (undiluted)
Itamar Shimrat	President and CEO	Kiryat Gat, Israel	575,004 common shares, 2,475,000 options	Common	0.9% of Common
Dennis M. Brown	Director	Menlo Park, CA	205,167 common shares, 1,250,000 options	Common	0.3% of Common
George Verstraete	Director	Boynton Beach, FL	937,500 options, 2,000,000 warrants	None	0%
Darlene Dawn Soave and Darlene Soave Revocable Trust controlled by Darlene Soave	Director and 5% Control Person	Boynton Beach, FL	2,295,268 common shares, 46,667 Series B Preferred Shares,	Common, and Series B Preferred	3.39% of Common, 17.0% of Series B Preferred

			937,500 options, 5,928,028 warrants		
Phyllis Friedman Investment ULC controlled by Ben Friedman	5% Control Person	Toronto, Canada	6,025,481 common shares, 30,000 Series B Preferred Shares, 300,000 options, 1,400,000 warrants	Common, Series A Preferred and Series B Preferred	12.4% of Common, 10.9% of Series B Preferred
IGEA Ventures, controlled by Adam C. Lipson (includes securities held personally by Adam C. Lipson)	5% Control Person	Union, NJ (IGEA) New York, NY (Lipson)	2,089,907 common shares, 66,679 Series B Preferred Shares, 175,000 warrants	Common, Series B Preferred	3.1% of Common, 24.3% of Series B Preferred
Yair Reisner	5% Control Person	Houston, TX	5,282,004 options	None	0%
Ingram Tynes	5% Control Person	Birmingham, AL	862,422 common, 240,000 warrants	Common	1.28% of Common
Timothy Dieschbourg	5% Control Person	Glenview IL	902,018 common, 36,806 Series B Shares, 414,000 warrants	Series B Common and Preferred	1.3% of Common, 13.4% of Series B Preferred
Cipayo Ltd, controlled by Pablo MacDonough	5% Control Person	Tortola, VG	182,711 common, 20,000 Series B Preferred Shares, 225,000 warrants	Common and Series B Preferred	0.27% Common, 7.3% of Series B Preferred

Any additional material details, including conversion terms of any class of the issuer's equity securities, are below:

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11. The Company has Convertible Debt as detailed below:

OTC Markets Group Inc.  
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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 through 12-31-25)	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>2</sup>	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)
07/24/15	20,000	20,872	02/15/21	See Note 1 below	0	48,488 common shares	Imer Lita	Loan
10/31/21	3,500,000	5,064,306	04/28/25	Holder can convert principal into Series B Preferred at \$7.50 per share at any time	0	466,667 Series B Preferred shares	Darlene Soave Revocable Trust	Loan
10/07/16	125,000	125,000	06/30/17	See Note 2 below.	0	166,667 common shares	RFF Family partnership (Principal is Robert Freedman)	Loan
10/07/16	125,000	125,000	06/30/17	See Note 2 below	0	166,667 common shares	AT Media (Principal is Carl Casserta)	Loan
08/05/22	100,000	134,028	12/31/22	See Note 3 below	0	133,330 common shares	Michael Norton	Loan

<sup>2</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.

03/10/22	3,696,708	4,955,484	02/02/23	Holder can convert principal into Series B Preferred at \$7.50 per share at any time after creation of Series B Preferred Stock	0	492,894 Series B Preferred shares	Darlene Soave Revocable Trust	Loan
07/08/23	25,000	28,278	01/08/24	See Note 3 below	0	33,330 common shares	Ralph Spinelli	Loan
06/23/23	50,000	62,577	12/23/24	See Note 3 below	0	666,700 common shares	MIS Equity Strategies LP (Anthony Reed is control person)	Loan
06/26/24	25,000	31,278	12/26/24	See Note 3 below	0	33,330 common shares	Anthony and Angela Reed Family Trust	Loan
06/24/25	284,714	302,366	02/24/26	See Note 4 below	0	1,259,860 common shares	Quick Capital (Eilon Naton is control person)	Loan
12/17/25	625,000	625,000	06/17/26	See Note 5 below	0	1,543,210 common shares	Lytton-Kamabara Foundation (Laurence Lytton is control person)	Loan
12/17/25	625,000	625,000	06/17/26	See Note 5 below	0	1,543,210 common shares	Turnpoint Capita, LLCI (Daniel Schmidt is control person)	Loan
12/17/25	625,000	625,000	06/17/26	See Note 5 below	0	1,543,210 common shares	3i, LP (Maier Tarlow is control person)	Loan

**Total Outstanding Balance:** \$13,102,189

**Total Shares:** -0-

7,137,972  
Common;  
959,561  
Series B;

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

1. On or after 16th day following maturity, can convert all or part of principal and interest into common at greater of \$0.75 per share or 70% average daily VWAP for 20 trading days prior to maturity.
2. For a period of fifteen (15) business days beginning on the Maturity Date, at the option of the Holder, the principal and any accrued interest may be converted into shares of Common Stock at a conversion rate equal to \$0.75 per share.
3. Holder can convert principal into Common Stock at \$.75 per share at any time.
4. Holder can convert principal and accrued interest in the event of default at a conversion price equal to 65% of lowest trading price during prior 20 trading days.
5. Holder can convert principal and accrued interest at any time at a conversion price equal 90% of the lowest VWAP price of the Common Stock during the 10 trading days prior to conversion.

**Signature:**

Name of Principal Executive Officer or Principal Financial Officer: Itamar Shimrat

Title: President and CEO

Date: January 14, 2026

Signature: /s/ Itamar Shimrat

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