

## SUPPLEMENTAL INFORMATION AND DISCLOSURE STATEMENT

### BIOSTEM TECHNOLOGIES, INC.

A Florida Corporation

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SIC – 2836

Trading Symbol: BSEM

#### OTC Pink Supplemental Disclosure – Current Reporting of Material Corporate Events

- **Entry into or termination of a material definitive agreement or material agreement not made in the ordinary course of business.**

##### *ProgenaCare Global, LLC, Loan Agreement*

On September 10, 2024, BioStem Technologies, Inc., a Florida corporation (“BioStem”) and ProgenaCare Global, LLC, a Delaware limited liability company (“ProgenaCare”), entered into a Note Purchase and Security Agreement (the “Agreement”).

According to the terms of the Agreement, ProgenaCare has requested that BioStem provide to ProgenaCare the sum of \$1,250,000. The amount has been approved by the Board of Directors of BioStem to be provided as a loan to ProgenaCare.

Under the terms of the Agreement and other Transaction Documents appurtenant to and entered contemporaneously with the Agreement, BioStem loaned to ProgenaCare, \$1,250,000 (the “Loan”). The Loan consists of a 10% per annum interest rate with 18% default interest, and a 12-month maturity date.

The Loan is evidenced by a Secured Promissory Note of ProgenaCare payable to order of BioStem, dated September 10, 2024. Robert M. Jones and Mattson Jones Family Limited Partnership, a Georgia limited partnership, each of whom are members of ProgenaCare (the “Pledging Members”), have also entered into a Pledge and Security Agreement.

The proceeds of the Loan shall be used by ProgenaCare to fund its operations.

## **CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS**

*This disclosure statement contains certain forward-looking statements that are subject to various risks and uncertainties. Forward-looking statements are generally identifiable by use of forward-looking terminology such as “may,” “will,” “should,” “potential,” “plan,” “intend,” “expect,” “outlook,” “seek,” “anticipate,” “estimate,” “approximately,” “believe,” “could,” “project,” “predict,” or other similar words or expressions. Forward-looking statements are based on certain assumptions, discuss future expectations, describe future plans and strategies, or state other forward-looking information. Our ability to predict future events, actions, plans or strategies is inherently uncertain. Although we believe that the expectations reflected in our forward-looking statements are based on reasonable assumptions, actual outcomes could differ materially from those set forth or anticipated in our forward-looking statements. Readers are cautioned not to place undue reliance on any of these forward-looking statements, which reflect our views as of the date of this disclosure statement. Furthermore, except as required by law, we are under no duty to, and do not intend to, update any of our forward-looking statements after the date of this disclosure statement, whether as a result of new information, future events or otherwise.*

## **ISSUER CERTIFICATION**

### ***Principal Executive Officer:***

I, Mr. Jason Matuszewski, certify that:

1. I have reviewed this supplemental disclosure statement of 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.

Date: September 12, 2024

Signature: /s/ Jason Matuszewski

Name: Jason Matuszewski

Title: CEO