

STEMTECH CORP.

4851 Tamiami Trail North # 200
Naples, FL 34103
www.Stemtech.com
954 715-6000

Annual Report

For the period ending December 31st, 2023 (the “Reporting Period”)

Outstanding Shares

The number of shares outstanding of our Common Stock was:

116,769,707 as of June 15th, 2024

60,314,009 as of December 31st, 2023(*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 Control⁴ of the company has occurred during this reporting period:

Yes: No:

1) Name and address(es) of the issuer and its predecessors (if any) 4851 Tamiami Trail North Suite 200, Naples, FL 34103

Current State and Date of Incorporation or Registration: Nevada, active.

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

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

Describe any trading suspension or halt orders issued by the SEC or FINRA concerning the issuer or its predecessors since inception: None.

List any 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: 4851 Tamiami Trail North Suite 200, Naples, FL 34103

Address of the issuer's principal place of business: Same.

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: Empire Stock Transfer Inc., 1859 Whitney Mesa Dr, Henderson, NV, 89014,
Brian@Empirestock.com, (702) 818-5898

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:	STEK
Exact title and class of securities outstanding:	Common
CUSIP:	85859W 102
Par or stated value:	0.001
Total shares authorized:	400,000,000 as of 06/15/2024
Total shares outstanding:	116,769,707 as of 06/15/2024
Total number of shareholders of record:	79 as of 06/15/2024

Other classes of authorized or outstanding equity securities that do not have a trading symbol: None.

Security Description:**1. For common equity, describe any dividend, voting and preemption rights.**

None, all common shares, one holder, one vote.

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: (X) (If yes, you must complete the table below)

Shares Outstanding Opening Balance: Date <u>12/31/21</u> Common: 53,442,147 Preferred: 0			*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?	Individual/ Entity Shares were issued to.	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
						***You must disclose the control person(s) for any entities listed.			

					(Yes/No)				pe
1/13/2023	<u>Issuance</u>	<u>2,600,000</u>	<u>Common</u>	<u>0.05</u>	<u>No</u>	<u>MCUS LLC</u>	<u>Contract Obligation</u>	<u>Restricted</u>	— — —
1/23/2023	<u>Issuance</u>	<u>2,666,763</u>	<u>Common</u>	<u>0.05</u>	<u>No</u>	<u>Leonite I, LP</u>	<u>Conversion</u>	<u>Restricted</u>	— — —
2/1/2023	<u>Issuance</u>	<u>449,455</u>	<u>Common</u>	<u>0.05</u>	<u>No</u>	<u>Benjamin Kaplin</u>	<u>Services</u>	<u>Restricted</u>	— — —
2/27/2023	<u>Issuance</u>	<u>450,000</u>	<u>Common</u>	<u>0.05</u>	<u>No</u>	<u>RT Sports</u>	<u>Cash</u>	<u>Restricted</u>	
3/7/2023	<u>Issuance</u>	<u>587,000</u>	<u>Common</u>	<u>0.05</u>	<u>No</u>	<u>Zia Property</u>	<u>Cash</u>	<u>Restricted</u>	
4/21/2023	<u>Issuance</u>	<u>587,000</u>	<u>Common</u>	<u>0.05</u>	<u>No</u>	<u>The Mab</u>	<u>Cash</u>	<u>Restricted</u>	
5/10/2023	<u>Issuance</u>	<u>2,560,600</u>	<u>Common</u>	<u>0.05</u>	<u>No</u>	<u>MCUS LLC</u>	<u>Obligation</u>	<u>Restricted</u>	
5/25/2023	<u>Issuance</u>	<u>450,000</u>	<u>Common</u>	<u>0.05</u>	<u>No</u>	<u>R&T Sports</u>	<u>Cash</u>	<u>Restricted</u>	
6/26/2023	<u>Issuance</u>	<u>2,559,600</u>	<u>Common</u>	<u>0.05</u>	<u>No</u>	<u>MCUS LLC</u>	<u>Obligation</u>	<u>Restricted</u>	
6/29/2023	<u>Issuance</u>	<u>3,300,000</u>	<u>Common</u>	<u>0.05</u>	<u>No</u>	<u>Leonite Fund</u>	<u>Conversion</u>	<u>Restricted</u>	
8/17/2023	<u>Issuance</u>	<u>2,559,600</u>	<u>Common</u>	<u>0.05</u>	<u>No</u>	<u>MCUS LLC</u>	<u>Obligation</u>	<u>Restricted</u>	
9/13/2023	<u>Issuance</u>	<u>954,988</u>	<u>Common</u>	<u>0.05</u>	<u>No</u>	<u>R&T Sport</u>	<u>Services</u>	<u>Restricted</u>	
9/21/2023	<u>Issuance</u>	<u>4,307,561</u>	<u>Common</u>	<u>0.05</u>	<u>No</u>	<u>Leonite</u>	<u>Conversion</u>	<u>Restricted</u>	
11/2/2023	<u>Issuance</u>	<u>562,500</u>	<u>Common</u>	<u>0.05</u>	<u>No</u>	<u>BMO Nesbitt</u>	<u>Services</u>	<u>Restricted</u>	
11/28/23	<u>Issuance</u>	<u>510,000</u>	<u>Common</u>	<u>0.05</u>	<u>No</u>	<u>Samuel Holland</u>	<u>Services</u>	<u>Restricted</u>	
12/19/23	<u>Issuance</u>	<u>926,135</u>	<u>Common</u>	<u>0.05</u>	<u>No</u>	<u>Benjamin Kaplan</u>	<u>Services</u>	<u>Restricted</u>	
12/21/23	<u>Issuance</u>	<u>118,072</u>	<u>Common</u>	<u>0.05</u>	<u>No</u>	<u>Gerald Duggan</u>	<u>Cash</u>	<u>Unrestricted</u>	
12/26/23	<u>Issuance</u>	<u>350</u>	<u>Common</u>	<u>0.05</u>	<u>No</u>	<u>Shannon Calhoun</u>	<u>Cash</u>	<u>Unrestricted</u>	
12/26/23	<u>Issuance</u>	<u>350</u>	<u>Common</u>	<u>0.05</u>	<u>No</u>	<u>Lauren J Goldboss</u>	<u>Cash</u>	<u>Unrestricted</u>	
Shares Outstanding on Date of This Report:									

<u>Ending</u>	
<u>Balance:</u>	
Date <u>12/31/23</u>	
Common: 104,988,853	
Preferred: <u>0</u>	

Example: A company with a fiscal year end of December 31st 2023, 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, 2022 through December 31, 2023 pursuant to the tabular format above.

*****Control persons for any entities in the table above must be disclosed in the table or in a footnote here.**

B. Promissory and Convertible Notes

Indicate by check mark whether there are any outstanding promissory, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities:

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder. *** You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)
<u>3/27/2023</u>	<u>1,862,965.38</u>	<u>1,136,363.64</u>	<u>17,013.89</u>	<u>N/A</u>	<u>N/A</u>	<u>Leviston</u>	<u>Capital Need</u>
<u>9/30/2021</u>	<u>1,278,325</u>	<u>1,400,000</u> <u>—</u>	<u>10,878.84</u>	<u>9/9/2024</u>	<u>N/A</u>	<u>Sharing Services Global</u>	<u>Capital Need</u>
<u>9/1/2021</u>	<u>255,837.71</u>	<u>227,777.55</u>	<u>28,060.16</u>	<u>N/A</u>	<u>N/A</u>	<u>MCUS, LLC</u>	<u>Capital Need</u>
<u>7/21/2023</u>	<u>80,505.64</u>	<u>172,600</u>	<u>9,110.10</u>	<u>6/30/2024</u>	<u>N/A</u>	<u>1800 Diagonal</u>	<u>Capital Need</u>

*****Control persons for any entities in the table above must be disclosed in the table or in a footnote here.**

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.

A. Summarize the issuer's business operations –

Stemtech Corporation is a leading stemceutical™ company with a direct sales distribution model, founded in 2018, after acquiring the operations from its predecessor Stemtech International, Inc., which was established in 2005. From 2010 through 2015, Stemtech International, Inc., was recognized four separate times on the Inc. 5000 Fastest-Growing Companies list. In 2018, Stemtech underwent an extensive executive reorganization, and continued operations under new leadership as Stemtech Corporation. In August 2021, Stemtech became a publicly traded company (STEK) and has expanded business opportunities for its Independent Business Partners, who may earn incomes by sharing Stemtech products.

B. Stemtech consists of the following fully owned subsidiaries:

Stemtech HealthSciences Corp (U.S.A.) ("Stemtech HealthSciences")
 Stemtech Canada, Inc. ("Canada")
 Stemtech Health Sciences S. de R.L. de C.V. ("Mexico")
 Stemtech Services SARL de C.V. (Mexico) ("Stemtech Mexico")
 Stemtech Malaysia Holdings Sdn. Bhd. ("Malaysia Holdings")
 Stemtech Malaysia Sdn. Bhd. ("Malaysia")
 Stemtech Taiwan Holding, Inc. ("Taiwan")
 Tecrecel S.A. ("Ecuador")
 Food & Health Tech Foodhealth SA ("Ecuador FHTFH")
 Life Factor Research ("LFR")
 Stemtech HealthSciences Corp (U.S.A.) ("Stemtech HealthSciences")
 Stemtech Canada, Inc. ("Canada")
 Stemtech Health Sciences S. de R.L. de C.V. ("Mexico")

C. Describe the issuers' principal products or services.

Stemcell nutrition, including our all-natural, plant-based RCM - release, circulate and migration nutritional supplement products, such as Stemrelease 3, Stemflo, MigraStem, Collect One™ Rapid Renew Stem Cell Peptide Night Cream, and more.

5) Issuer's Facilities

The Company leases approximately 5,003 square feet of space in Miramar, Florida, which is subleased to another company through September 2024. The corporate address is in Naples, FL

6) All Officers, Directors, and Control Persons 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.

Names of All Officers, Directors, and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of 5% or more)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
<u>John W Meyer</u>	<u>President/COO</u>	<u>Maria, FL</u>	<u>1,644,302</u>	Common	<u>1.41%</u>	n/a
<u>Charles S Arnold</u>	<u>CEO</u>	<u>Miami, FL</u>	<u>16,474,926</u>	Common	<u>14.11%</u>	Charles Arnold
<u>Jay Cardwell</u>	<u>CFO</u>	<u>Peconic, NY</u>	<u>900,000</u>	Common	<u>0.77</u>	n/a
<u>Darryl Green</u>	Director	<u>Tarpon Springs, FL</u>	<u>4,963,930</u>	Common	<u>4.25</u>	n/a
<u>Ben Kaplan</u>	<u>Director</u>	<u>Hallandale Beach, FL</u>	<u>1,000,000</u>	<u>Common</u>	<u>0.86</u>	<u>Common</u>
John Thatch	Director	<u>Plano, Tx</u>	<u>1,300,000</u>	<u>Common</u>	<u>1.11</u>	<u>n/a</u>

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. If any updates are needed to your public company profile, update your company profile.

Securities Counsel (must include Counsel preparing Attorney Letters).

David E. Price, Esq.
#3 Bethesda Metro Center, Suite 700
Bethesda, Md 20814
(202) 536-5191

Accountant or Auditor

CFO Squad, a professional accounting firm to the issuer, 1345 6th Ave 33rd floor, New York, NY 10105

9) Disclosure & Financial Information per US GAAP

Stemtech Corporation Consolidated Balance Sheets

	As of December 31,	
	2023	2022
ASSETS		
CURRENT ASSETS:		
Cash	\$ 114,166	\$ 132,487
Accounts receivable, net	61,494	34,767
Inventory, net	48,325	158,053
Prepaid expenses and other current assets	176,725	287,063
TOTAL CURRENT ASSETS	400,710	612,370
Property and equipment, net	10,056	27,296
Intangible assets, net	2,710,568	2,994,000

Long term deposits	23,708	23,065
Operating lease right-of-use assets, net	70,820	142,801
Goodwill	467,409	467,409
TOTAL ASSETS	\$ 3,683,271	\$ 4,266,941

LIABILITIES AND STOCKHOLDERS' DEFICIT

CURRENT LIABILITIES:

Accounts payable and accrued expenses	\$ 2,708,906	\$ 3,396,543
Notes payable	1,889,321	446,246
Convertible debentures, net of discount	1,596,960	482,885
Operating lease liabilities, current	66,866	119,065
Deferred revenues	56,039	39,170
Factoring liability	143,944	214,249
Derivative liabilities	–	2,717,633
TOTAL CURRENT LIABILITIES	6,462,036	7,415,791

Operating lease liabilities, long term	–	23,068
TOTAL LIABILITIES	6,462,036	7,438,859

COMMITMENTS AND CONTINGENCIES (Note 12)

STOCKHOLDERS' DEFICIT

Common stock - \$0.001 par value; 400,000,000 shares authorized; 104,988,853 and 53,442,147 shares issued and outstanding as of December 31, 2023 and 2022, respectively	104,989	53,442
Additional paid in capital	24,726,722	19,391,400
Accumulated other comprehensive loss	190,503	(247,760)
Accumulated deficit	(27,061,486)	(21,631,241)
Stemtech Corporation stockholders' deficit	(2,039,272)	(2,434,159)

Non-controlling interest in subsidiaries	(739,493)	(737,759)
TOTAL STOCKHOLDERS' DEFICIT	(2,778,765)	(3,171,918)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	\$ 3,683,271	\$ 4,266,941

Stemtech Corporation
Consolidated Statements of Operations and Comprehensive Loss

For The Years Ended

December 31,

	2023	2022
NET SALES	\$ 4,921,531	\$ 4,559,399
COST OF GOODS SOLD:		
Cost of goods sold	731,339	1,100,903
Freight-in	270,301	63,115
TOTAL COST OF GOODS SOLD	1,001,640	1,164,018
GROSS PROFIT	3,919,891	3,395,381
OPERATING EXPENSES:		
Commissions	1,187,025	1,047,400
Selling and marketing	504,075	533,397
General and administrative	6,439,537	6,837,964
Research and development	13,800	-
TOTAL OPERATING EXPENSES	8,144,437	8,418,761

OPERATING LOSS	(4,224,546)	(5,023,380)
OTHER INCOME (EXPENSE):		
Change in fair value of derivative liability	1,681,798	(3,223,271)
Interest expense	(4,779,686)	(4,097,843)
Other income and expenses, net	16,484	7,928
Gain on settlement of derivative liabilities	1,059,839	–
Gain on extinguishment of debt	814,132	3,799,356
TOTAL OTHER EXPENSE, NET	(1,207,433)	(3,513,830)
LOSS BEFORE INCOME TAXES	(5,431,979)	(8,537,210)
PROVISION FOR INCOME TAXES	–	(95,618)
NET LOSS	(5,431,979)	(8,632,828)
NET LOSS ATTRIBUTABLE TO NONCONTROLLING INTERESTS	(1,734)	(87,905)
NET LOSS AVAILABLE TO COMMON STOCKHOLDERS	\$ (5,430,245)	\$ (8,544,923)
Net loss per common share		
Basic	\$ (0.07)	\$ (0.19)
Diluted	\$ (0.07)	\$ (0.19)
Shares used to compute loss per share		
Basic	\$ 83,469,544	\$ 46,014,138
Diluted	\$ 83,469,544	\$ 46,014,138

Comprehensive loss			
Net loss available to common stockholders		\$ (5,430,445)	\$ (8,544,923)
Change in foreign currency translation adjustments		438,263	182,495
Comprehensive loss available to common stockholders		\$ (4,991,982)	\$ (8,362,428)

Stemtech Corporation
Consolidated Statements of Changes in Stockholders' Deficit
For the Years Ended December 31, 2023 and 2022

	Common Stock		Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Compre- hensive Income (Loss)	Sub total	Non- controlling Interest	Total Stockholders' Deficit
	No. of Shares	Amount						
Balance at December 31, 2021	44,685,673	\$ 44,685	\$ 10,116,296	\$ (13,086,318)	\$ (430,255)	\$ (3,355,592)	\$ (649,854)	\$ (4,005,446)
Stock based compensation	–	–	439,053	–	–	439,053	–	439,053
Stock issued for services	3,584,344	3,586	3,553,546	–	–	3,557,132	–	3,557,132
Stock issued for cash	37,314	37	99,965	–	–	100,002	–	100,002
Conversion of convertible notes and accrued interest to common stock	4,114,816	4,114	823,886	–	–	828,000	–	828,000
Stock issued for loan extension	945,512	946	4,158,728	–	–	4,159,674	–	4,159,674
Shares issued as debt issuance cost	74,488	74	199,926	–	–	200,000	–	200,000
Foreign currency translation adjustment	–	–	–	–	182,495	182,495	–	182,495
Non-controlling interest	–	–	–	–	–	–	(87,905)	(87,905)
Net loss	–	–	–	(8,544,923)	–	(8,544,923)	–	(8,544,923)
Balance at December 31, 2022	53,442,147	\$ 53,442	\$ 19,391,400	\$ (21,631,241)	\$ (247,760)	\$ (2,434,159)	\$ (737,759)	\$ (3,171,918)

Balance at December 31, 2022	53,442,147	\$ 53,442	\$ 19,391,400	\$ (21,631,241)	\$ (247,760)	\$ (2,434,159)	\$ (737,759)	\$ (3,171,918)
Stock based compensation	–	–	439,054	–	–	439,054	–	439,054
Stock issued for services	6,115,200	6,115	427,910	–	–	434,025	–	434,025
Conversion of convertible notes and accrued interest to common stock	30,371,836	30,372	2,373,081	–	–	2,403,453	–	2,403,453
Settlement of accrued liabilities for common stock	12,149,670	12,150	794,926	–	–	807,076	–	807,076
Stock issued for LFR Acquisition	2,400,000	2,400	269,520	–	–	271,920	–	271,920
Reclassification of derivative liabilities to APIC	–	–	1,011,451	–	–	1,011,451	–	1,011,451
Stock issued for loan extension	510,000	510	19,380	–	–	19,890	–	19,890
Foreign currency translation adjustment	–	–	–	–	438,263	438,263	–	438,263
Non-controlling interest	–	–	–	–	–	–	(1,734)	(1,734)
Net loss	–	–	–	(5,430,245)	–	(5,430,245)	–	(5,430,245)
Balance at December 31, 2023	104,988,853	\$ 104,989	\$ 24,726,722	\$ (27,061,486)	\$ 190,503	\$ (2,039,272)	\$ (739,493)	\$ (2,778,765)

Stemtech Corporation
Consolidated Statements of Cash Flows

For the Years Ended December 31,

2023

2022

CASH FLOWS FROM OPERATING ACTIVITIES

Net loss	\$ (5,431,979)	\$ (8,632,828)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	587,797	447,386
Amortization of right of use asset	71,981	–
Stock compensation expense	439,054	3,996,187
Non-cash interest expense from issuance on debt (derivative)	1,510,232	–
Amortization of debt discount	2,797,403	2,428,539

Amortization due to conversion/redemptions	–	1,457,542
Change in fair value of derivative liabilities	(1,681,798)	3,223,271
Gain on settlement of derivative liabilities	(1,059,839)	–
Stock issued for loan extension	19,890	–
Stock issued for services	434,025	–
Gain on extinguishment of debt	(814,132)	(3,799,356)
Changes in operating assets and liabilities, net of effect of acquisitions:		
Accounts receivable	(26,727)	(24,047)
Inventory	109,728	278,352
Prepaid expenses and other current assets	110,338	37,645
Accounts payable and accrued expenses	957,056	(683,058)
Long term deposits	(643)	15,627
Operating lease liabilities	(75,267)	(1,378)
Deferred revenues	16,869	39,170
Net cash used in operating activities	(2,036,012)	(1,216,948)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from notes payable	2,236,000	611,266
Repayment of note payable	(466,872)	(586,783)
Net (repayments) proceeds from factoring arrangement	(189,700)	214,249
Stock issued for cash	–	100,002
Net cash provided by financing activities	1,579,428	338,734
Effects of currency translation on cash	438,263	182,495
Net decrease in cash	(18,321)	(695,719)
Cash, beginning of year	132,487	828,206

Cash, end of year	\$	114,166	\$	132,487
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Supplemental disclosure cash flow information:

Cash paid for interest	\$	6,821	\$	36,205
Cash paid for income taxes	\$	-	\$	-

Supplemental disclosure of non-cash investing and financing activities:

Stock issued for LFR Acquisition	\$	271,920	\$	-
Issuance of common stock for conversion of debt	\$	2,403,453	\$	828,000
Shares issued as debt discount	\$	-	\$	200,000
Settlement of accrued liabilities for common stock	\$	807,076	\$	-
Reclassification of derivative liabilities to APIC	\$	1,011,451	\$	-

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

Name: David E. Price, Secretary Corp. Counsel to Issuer

B. The following financial statements were prepared by the CFO Squad, a professional accounting firm to the issuer, 1345 6th Ave 33rd floor, New York, NY 10105

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:

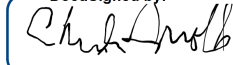
I, Charles Arnold certify that:

1. I have reviewed this Disclosure Statement for Stemtech Corp.
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.

June 26th, 2024

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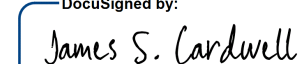
Charles S. Arnold, CEO

Principal Financial Officer:

I, Jay Cardwell, certify that:

1. I have reviewed this Disclosure Statement for Stemtech Corp.;
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.

June 26th, 2024

DocuSigned by:

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James S. Cardwell, CFO