International Stem Cell Therapy and Research Treatment Center establishes Global HQ in the Bahamas

Investor Presentation

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Stem cells – What are they?

• **Stem cells are the ultimate in personalized medicine** and there is a huge demand for stem cell therapies in regenerative medicine from all around the world.

• They can **cure diseases for which currently no treatment is available**.

• Scientists all over the world agree that stem cells are the **key factor in regenerative medicine**, tissue repair and anti-ageing.

• Stem cells are a resource providing **unprecedented potential** for biological discovery, drug development & future cellular medicines;

• There are increasing numbers of clinics and research labs seeking the US FDA approval in order to make stem cell therapies a mainstream option for drug development & future cellular medicines;

• **Stem cell therapies are slowly gaining traction in Europe** as well, and a great effort is put into the approval process in several countries;

• It will take **several years of clinical trials and significant funding** to obtain marketing authorization for stem cell therapies in most countries of the world;

• In the meantime, **Med Cell Bahamas is paving the road** to have these technologies ready and available for when the prohibition period is over in the US and globally;

• **Med Cell Bahamas has already proof-of-concept with 397 treatments successfully performed**, is ready to go in the Bahamas, and will continue to bring these therapies to patients around the world.
Med Cell History & Competitive Advantages

• **Leading and established technology** & know how of the stem cell business
• **5 years successfully in business** in Switzerland (**2014: Rev. + USD. 1.5m**)
• Stem cell therapy expertise at the **highest professional standards**
• Only Bahamian company to offer GMP-standard Laboratory and Storage
• **Swiss quality** and highly rated expertise
• Proven functionality and quality of existing structure
• **Patented technology and registered trademarks ExoRAP® and ExoPAN®**
• Tested technological solutions
• Development of own stem cell medium with **superior performance**
• **Illness-focused treatments** by altering the Secretome
• Senior management team with over **30 years of international experience**
• Treated over **250 patients successfully since 2010** – currently **474 banked Stem Cells**
Med Cell Europe – Overview of significant events & key figures up to 2015

<table>
<thead>
<tr>
<th></th>
<th>2010</th>
<th>2011</th>
<th>2012</th>
<th>2013</th>
<th>2014</th>
<th>2015</th>
</tr>
</thead>
<tbody>
<tr>
<td>Total # clients banked</td>
<td>24</td>
<td>45</td>
<td>158</td>
<td>181</td>
<td>66</td>
<td></td>
</tr>
<tr>
<td>Income Isolation &amp; Banking</td>
<td>553,000</td>
<td>500,862</td>
<td>309,894</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Total # treatments performed</td>
<td>12</td>
<td>27</td>
<td>78</td>
<td>169</td>
<td>111</td>
<td></td>
</tr>
<tr>
<td>Income Treatments</td>
<td>157,194</td>
<td>379,776</td>
<td>244,323</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Income Royalties /Consulting</td>
<td>200,000</td>
<td>100000</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Total Income</td>
<td>11,385</td>
<td>96,860</td>
<td>234,290</td>
<td>713,094</td>
<td>1,080,638</td>
<td>664,217</td>
</tr>
</tbody>
</table>

- Directors Salaries paid * | 0 | 0 | 0 | 264,500 | 264,500 | 280,000 |
- Directors Salaries deferred | 190,000 | 420,000 | 420,000 | 134,500 | 114,500 | 110,000 |
- Salary CSO for R&D deferred | 90,000 | 180,000 | 180,000 | 200,000 | 220,000 | 210,000 |
- R&D Expenses | 25,000 | 95,000 | 130,000 | 98,000 | 54,000 |
- **Total R&D costs** |       |       |       |       |       |       |
- Fixed Assets | 65,400 | 129,600 | 127,100 | 152,600 | 153,000 | 136,300 |
- Marketing | 9,676 | 21,700 | 24,955 | 23,500 | 7,800 | 12,000 |
- Lawyers costs (Patent & TM) | 9,060 | 15,281 | 10,635 | 25,500 | 38,455 |
- **Private loans to MCE (cumm.)** | 100,000 | 221,130 | 120,000 | 433,000 | 640,466 | 463,846 |
- EBITDA | -52,878 | -27,998 | -28,352 | 45,630 | 178,110 | -166,330 |

**stop of activities Sep. 2015**

- **Stem Cell treatments in Switzerland were governed** by the 2004 Transplantation Act.
- **This law was amended by a decree of the Ministry of Health** – Swissmedic in 2015 in order to be in line with European Community and from this point would be considered a pharmaceutical product requiring various clinical trials and up to 10 years of process and increase costs.
- Due to this change in law it was **decided based on the Bahamas Parliamentary Act 2013 on Stem Cells this would be a more suitable location for Med Cell**. The countries proximity to the American clients and the affiliation of the Bahamas to China and the Chinese clients would benefit the business. **Med Cell successfully obtained approval and have a license by their National Stem Cell Ethics Committee (NSCEC) and Bahamas Investment Authority (BIA).**
What Makes Med Cell Different & Unique
- Our USP

- **State of the Art** equipped rooms for aseptic preparations
- **Stem Cell Banking System** – 474 Clients; 250 of whom Received Personalized Stem Cell Treatments
- Validated Procedures, Equipment and Processes per current European and US legal standards
- **Site Master File**, Quality Management, Failure Mode Analysis, Treatment & Production Protocols
- **Certification** - Safety, Efficacy and Guaranteed Ingredients
- **Procedure method creates High Amounts of Cells** with Proven Genetic Stability leading to *regenerative medicine and tissue repair*
- Protocols for Transformation of MSC (Mesenchymal Stem Cells) to Insulin and Dopamine **Producing Cells to Address Conditions such as Diabetes and Parkinson Disease**
- **Worldwide Leader in Individualized Isolation of Stem Cells** from Adipose Tissue and their Storage (cryopreservation) Strictly following SOP’s with **10 Years of Experience in Therapies with Stem Cells** and Secretomes (cell-free) for Translational and Regenerative Medicine.
- **Our Know-How enables us to Extract large Amount of Stem Cells from Fat Tissue at the Highest Quality and a Faster Isolation Process** (days vs. weeks) due to the Proven, Tested & Validated Amount and Type of Media* Used and the Perfect Cultivation Conditions.
What Makes Med Cell Different & Unique
- Our USP

- 10 years of experience setting up and operating GMP – laboratory and marketing the services.
- Development of Med Cell * stem cell research & treatments with high quality levels and effective application.
- Patented solution for secretome allowing focused treatments (trademarks EXoRaP ®, ExoPAN ®)
- Disease and patient focused production of secretome from adMSC containing micro RNA in exosomes, neurotrophic substances, anti-inflammatory substances, anti-morbidity substances and many more.
- The only GMP – standard stem cell laboratory with living stem cell banking facility in the Bahamas and ideally situated for the US, Canadian and South American markets.
- Leading and established technology & know how of the stem cell business
- 5 years successfully in business in Switzerland
- Stem cell therapy expertise at the highest professional standards
- Swiss quality and expertise with tested technological solutions
- Proven functionality and quality of existing structure
- Patented technology and registered trademarks ExoRAP ® and ExoPAN ®
Current client origin & treatments performed

Charts indicate Switzerland, China & UK where the largest share of client origin with high treatments relating to Arthritis and Anti-Ageing which boosts the immune system and reduces inflammation resulting in an overall improvement.
Current type of treatment

Cell therapy is a real opportunity and the most promising advance in regenerative medicine and is forecasted to grow substantially over the next decade.

All patients pay for fat harvest, isolation, propagation and banking of stem cells. From the 474 patients, 250 of these were treated multiple times for a total of 397 treatments.
Med Cell Target Market, Customers & Therapy

Target indications:
Med Cell Bahamas will initially focus on the area of osteoarthritis and anti-ageing:

- Two thirds of the Western European population acquire arthritis with ageing
- China is the next big market evolving
- About 8 Mio. people in the UK and up to 27 Mio. in the USA are effected

Target market areas:

- North America & Canada
- China (existing customer base and large potential for anti-ageing treatments)
- South America (mainly aesthetical reasons)
- Europe (Osteoarthritis)

Target clients:

- VIP's and health-conscious affluent individuals seeking regenerative treatments & better ageing
- Athletes (mainly Ice hockey, Baseball, Basketball, American Football)
- Existing client base 474 clients (mainly osteoarthritis and better ageing)
Why Bahamas as HQ?

• The Bahamas is one of the few reputable places close to North & South America along with Canada that authorizes stem cell treatments under the Bahamas Cell Therapy Act 2013. The Health Ministry offers strict ethical & medical controls of the highest international standards.

• **Med Cell Bahamas has obtained approval** from the Bahamian National Stem Cell Ethics Committee (NSCEC) **to establish a stem cell laboratory and conduct observational studies and therapies** (treatments) with autologous (own) stem cells as well as their cryopreservation (cell banking).

• **Med Cell Bahamas will be the only facility to offer a GMP – conform laboratory for the processing of stem cells and their cryopreservation in the Bahamas** and is therefore ideally positioned to take advantage of the exponentially rising demand for cell treatments.

• **Med Cell Bahamas is a worldwide leader in stem cell isolation, propagation and therapies** with mesenchymal stem cells and secretomes (conditioned media) for translational and regenerative medicine.

• Previously, stem cells were obtained from umbilical cord or bone marrow. But during the last few years global research and has created new opportunity with, **fat tissue as an ideal source and high yield of adult stem cells** without any ethical issues that are involved with embryonic stem cells.
Med Cell Bahamas
management team

A very highly experienced management team combining their individual strengths, knowledge & attributes in the field of stem cell regenerative and translational medicine.

**Peter Kellner – CEO**
Investor Relations, F&A, Commercial Development, HR
MBA, Alumni London Business School
Former CEO of Swiss Post International, TNT Express Switzerland
Former Commercial Director at SBB Cargo AG

**Dr. Steven J. Kellner – VP Intl. R&D, Chief Scientific Officer**
Fellow of the Royal Microscopical Society FRMS
Member of the board of certified eye specialist CertVOphthal
Former Director at Ciba Vision

**Dr. med. Miriam Reif – CMO Chief Medical Officer**
Medical Quality Assurance, Patient Relations
FMH General Medicine, Tropical Medicine, Occupational health
Member of Swiss Society of Aviation Medicine
Aero Medical Examiner (20 years experience in health checks and preventive medicine)
Competition

• There is a high entry barrier for new providers in the Bahamas due to the stringent approval process and evaluation of the Bahamian National stem cell ethics committee (NSCEC).

• The only existing competitor is OKYANOS Cell Therapy located in Freeport (Grand Bahama) using SVF to treat heart disease. However they do not offer cell banking. Treatment packages are offered at around USD$30,000.

• Provia Laboratories Bahamas has also received approval to store stem cells obtained from teeth (“Store-a-tooth”) however they have not yet started, do not offer treatments and are in fact looking to cooperate with Med Cell Bahamas.

• At this point and time we see little competition arising as many proposals have been either deferred or rejected by the NSCEC. This might provide an opportunity to cooperate with other interested parties on a commercial basis.

• We believe that Med Cell Bahamas will be the only GMP-standard laboratory and cell banking facility in the Bahamas for a long period of time.
Corporate set up

Ownership structure – The founders will initially own 100% of a US holding company which will own 100% of Med Cell Bahamas Ltd, shown below:

- Founders
  25% Dr. M Reif
  25% Peter Kellner
  50% Dr. Steven Kellner

Own 100% of

- Med Cell International

Which owns 100% of

- Med Cell Bahamas

**Capital Structure** – Med Cell International will be authorized to issue two classes of common stock, Class A and Class B shares will be issued to the founders in return for their shares in Med Cell Bahamas.

Class A stock will be issued to investors in return for cash and will entitle the holder to one (1) vote per share.

Typically, Class B shares will automatically convert into Class A shares upon transfer to a third party. Upon an IPO or other potential sale event, each Class B holder would be able to choose whether to convert to Class A and sell or to maintain the holder’s Class B control position.
Med Cell Bahamas

- Med Cell Bahamas Ltd. was founded as a new company (IBC) in The Bahamas in 2016 and will establish a “center of excellence” in stem cell isolation, cell banking, research and cell treatments, offering a “full-service-package” to international and existing clients thereby maximizing value and income generation and creating a high “entry barrier” for competitors.

- It is one of the few entities that has obtained approval from the NSCEC (National Stem Cell Ethics Committee) of The Bahamas to offer such a package that is otherwise not available in other countries.

- The company has a very highly experienced and very knowledgeable strong management team with core abilities in Science, Medical and Sales.

- The Bahamas is an ideal location for clients from our main target market of North & South America along with Canada. Current flights and investment links from China and Europe to Bahamas will also be of benefit.

- Med Cell will be free of income tax and capital gain taxes for an agreed number of years due to the support and interest of the Bahamas Government.
What we bring to the table..

• **2 years of extensive pre-evaluation and work** on obtaining all approvals and 800 pages of scientific material submitted to authorities -> all required permits and authorisations

• Know-how from **10 years experience of building and operating Swiss organisation**

• **Proof-of-concept and successful track record with paying clients**

• **A fully operational GMP laboratory** for treatments and R&D at the highest standards

• **SMF Site Master File and QMS Quality Management System**

• All SOP (Standard Operating Procedures), Risk Analyses

• **Know-how on stem cell banking and treatments**

• **All production and manufacturing** processes and methodology

• Homepage and marketing platform

• **Recognised branding Med Cell**

• **International Patent (pending)** on production methods with w/w licencing opportunities

• **Existing customer base of 474 clients** with **already banked stem cells**

• Pipeline of prospective clients in the USA, Europe and China

• **R&D pipeline potentially worth Billions of USD** (Biomarkers, Dendritic Cells, Neurology)
# Financial Projections

## 5-year Forecast

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<tr>
<th></th>
<th>2017</th>
<th>2018</th>
<th>2019</th>
<th>2020</th>
<th>2021</th>
<th>2022</th>
</tr>
</thead>
<tbody>
<tr>
<td># clients (per Quarter)</td>
<td>0</td>
<td>50</td>
<td>130</td>
<td>210</td>
<td>290</td>
<td>370</td>
</tr>
<tr>
<td>Revenues (# client x USD. 30'000 )</td>
<td>0</td>
<td>1'500'000</td>
<td>3'900'000</td>
<td>6'300'000</td>
<td>8'700'000</td>
<td>11'100'000</td>
</tr>
<tr>
<td>Yearly Fee for banking US$ 500 p. client as of 3rd year</td>
<td>0</td>
<td>25'000</td>
<td>65'050</td>
<td>105'180</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Addl. treatments (3rd &amp; more) p. client USD 4500</td>
<td>33'750</td>
<td>112'500</td>
<td>292'500</td>
<td>472'500</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Total Revenue</td>
<td>0</td>
<td>1'500'000</td>
<td>3'933'750</td>
<td>6'437'500</td>
<td>9'057'550</td>
<td>11'677'680</td>
</tr>
</tbody>
</table>

## Total costs

<p>| | | | | | | |</p>
<table>
<thead>
<tr>
<th></th>
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<th></th>
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<tbody>
<tr>
<td>Total costs</td>
<td>-286'500</td>
<td>-1'640'000</td>
<td>-2'759'738</td>
<td>-3'795'175</td>
<td>-5'013'776</td>
<td>-5'992'377</td>
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<tr>
<td>Balance</td>
<td>-286'500</td>
<td>-140'000</td>
<td>1'174'013</td>
<td>2'642'325</td>
<td>4'043'775</td>
<td>7'433'612</td>
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**Investment Opportunity**

**Funding Structure** - The following example is intended to illustrate a possible funding structure based on the assumptions described below: **Subject to change without notice**

<table>
<thead>
<tr>
<th>Company Valuation</th>
<th>$20 million</th>
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<tbody>
<tr>
<td>Number of Class B shares issued to founders</td>
<td>10 million</td>
</tr>
<tr>
<td>Price per Class B share</td>
<td>$2.00</td>
</tr>
<tr>
<td>Price per Class A share</td>
<td>$2.00</td>
</tr>
<tr>
<td>Number of Class A shares issuable to investors to raise $10 million @ $2.00</td>
<td>5 million</td>
</tr>
<tr>
<td>Total number of shares of common stock outstanding after raise</td>
<td>15 million</td>
</tr>
<tr>
<td>Number of Class A shares issuable to for raising $10 million (24.5% of common stock outstanding)</td>
<td>4.9 million</td>
</tr>
<tr>
<td>Number of Class A votes</td>
<td>9.9 million</td>
</tr>
<tr>
<td>Number of Class B votes</td>
<td>100 million</td>
</tr>
</tbody>
</table>
The Opportunity

• There is a planned up to 3 phase investment program targeted for a $10M fund raise

• IPO possibly planned within the next 24 months - subject to change

• Currently, shares will be offered as a private placement at $2 per share via a Private Placement offering - subject to change

• After the fund raising there is the opportunity the investment will increase and there is the possible expansion of the Med Cell Bahamas clinical treatment centre

• Stem cell therapy is the most promising advance in regenerative medicine and is forecasted to grow substantially over the next decade

• Unique opportunity to participate in a growing industry and in leading technology & expertise at the highest professional (Swiss) standards with a proven functionality and quality

• A unique opportunity to invest in one of the few fully approved stem cell centers in the world with full legal status – Med Cell International is Ready to go.

ENJOY HEALTH & REJUVENATION AT MED CELL BAHAMAS TREATMENT CENTER
FOR FURTHER INFORMATION, APPLICATION FORM OR SUBSCRIPTION AGREEMENT PLEASE CONTACT:

David Campbell or your introducer

INFOJVIL@GMAIL.COM

+44 7405 047252

Website for more detail:

www.medcell.info

Please note this website is Med Cell Bahamas and Med Cell International