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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM S-8**

**REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**BIO GREEN MED SOLUTION, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction  
of incorporation or organization)

**91-1707622**

(I.R.S. Employer  
Identification No.)

**Level 10, Tower 11, Avenue 5, No. 8  
Jalan Kerinchi, Kuala Lumpur, Malaysia 59200  
Telephone: (908) 955-0526**  
(Address, including zip code, and telephone number,  
including area code, of Registrant's principal executive offices)

**Bio Green Med Solution, Inc. 2018 Equity Incentive Plan**  
(Full title of the plan)

**Datuk Dr. Doris Wong  
Chief Executive Officer  
BIO GREEN MED SOLUTION, INC.  
Level 10, Tower 11, Avenue 5, No. 8, Jalan Kerinchi,  
59200 Kuala Lumpur  
Telephone: (908) 955-0526**  
(Name, address, including zip code, and telephone number,  
including area code, of agent for service)

*Copies to:*

**Debbie A. Klis, Esq.  
Rimon, P.C.  
1050 Connecticut Avenue, NW, Suite 500  
Washington, DC 20036  
Telephone: (202) 935-3390**

Indicate by check mark whether the registrant is a large-accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large-accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large-accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

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## EXPLANATORY NOTE

Pursuant to General Instruction E to Form S-8 under the Securities Act of 1933, as amended, this registration statement on Form S-8 (this “Registration Statement”) is being filed for the purpose of registering an additional 4,281,987 shares of common stock, \$0.001 par value (the “Common Stock”), of Bio Green Med Solution Inc. (the “Registrant”) to be issued pursuant to the Registrant’s 2018 Equity Incentive Plan (the “Incentive Plan”), providing for an automatic increase in the number of Common Stock reserved for issuance under the applicable plan.

**PART I**  
**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

The information specified in Item 1 and Item 2 of Part I of Form S-8 is omitted from this Registration Statement on Form S-8 (the "Registration Statement") in accordance with the provisions of Rule 428 under the Securities Act of 1933, as amended (the "Securities Act"), and the introductory note to Part I of Form S-8. The documents containing the information specified in Part I of Form S-8 will be delivered to the participants in the Incentive Plan covered by this Registration Statement as specified by Rule 428(b)(1) under the Securities Act. Such documents are not required to be, and are not, filed with the Securities and Exchange Commission (the "Commission") either as part of this Registration Statement or as a prospectus or prospectus supplement pursuant to Rule 424 under the Securities Act.

**PART II**  
**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The following documents filed with the Commission by the Registrant pursuant to the Securities Act and the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are hereby incorporated by reference in this Registration Statement:

(a) Annual Report on [Form 10-K-A](#) for the year ended December 31, 2024 filed with the Commission on November 26, 2025;

(b) [Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2025, filed with the Commission on May 14, 2025](#), [Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2025, filed with the Commission on August 14, 2025](#), and [Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2025, filed with the Commission on November 13, 2025](#).

(c) Current Reports on Form 8-K filed with the Commission on [January 6, 2025](#), [January 10, 2025](#), [February 5, 2025](#), [February 6, 2025](#), [February 12, 2025](#), [February 24, 2025](#), [February 27, 2025](#), [March 14, 2025](#), [March 24, 2025](#), [April 2, 2025](#), [April 21, 2025](#), [April 25, 2025](#), [May 6, 2025](#), [May 7, 2025](#), [May 15, 2025](#), [June 3, 2025](#), [June 3, 2025](#), [June 20, 2025](#), [June 30, 2025](#), [July 2, 2025](#), [July 7, 2025](#), [July 16, 2025](#), [July 28, 2025](#), [August 13, 2025](#), [August 13, 2025](#), [August 28, 2025](#), [September 2, 2025](#), [September 4, 2025](#), [September 5, 2025](#), [September 12, 2025](#), [September 16, 2025](#), [8-K/A September 17, 2025](#), [September 25, 2025](#), [October 7, 2025](#), [October 7, 2025](#), [November 6, 2025](#), and [November 13, 2025](#).

(d) The portions of the Registrant’s [Post-Effective Amendment No. 2 to Form S-1 filed August 22, 2025](#), [Post-Effective Amendment No. 1 to Form S-1 filed July 24, 2025](#), [Definitive Proxy Statement on Schedule 14C filed on July 7, 2025](#), [Definitive Proxy Statement on Schedule 14A filed on June 25, 2025](#), [Definitive Proxy Statement on Schedule 14C filed on May 23, 2025](#), [Form S-1 Prospectus under Rule 424\(b\)\(3\) filed May 1, 2025](#), [Definitive Proxy Statement on Schedule 14A filed on April 24, 2025](#), [Definitive Proxy Statement on Schedule 14C filed on April 3, 2025](#), and [Definitive Proxy Statement on Schedule 14A filed on January 21, 2025](#) that are deemed “filed” with the Commission under the Securities Exchange Act of 1934, as amended (the “Exchange Act”); and

(e) The description of the Registrant’s Common Stock contained in the Registrant’s Registration Statement on [Form 8-A filed with the Commission under Section 12 of the Exchange Act on October 27, 2004](#), including any amendments or reports filed for the purpose of updating such description, including Exhibit 4.10 to the Registrant’s Annual Report on [Form 10-K for the fiscal year ended December 31, 2021 filed with the SEC on March 30, 2022](#).

All documents that the Registrant subsequently files pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date of this Registration Statement (except for any information deemed furnished to, rather than filed with, the Commission) and prior to the filing of a post-effective amendment to this Registration Statement indicating that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

**Item 4. Description of Securities.**

Not applicable.

**Item 5. Interests of Named Experts and Counsel.**

Not applicable.

**Item 6. Indemnification of Directors and Officers.**

Our amended and restated certificate of incorporation, as amended, and amended and restated bylaws, as amended, provide that each person who was or is made a party or is threatened to be made a party to or is otherwise involved (including, without limitation, as a witness) in any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director or an officer of Bio Green Med Solution, Inc. or is or was serving at our request as a director, officer, or trustee of another corporation, or of a partnership, joint venture, trust or other enterprise, including service with respect to an employee benefit plan, whether the basis of such proceeding is alleged action in an official capacity as a director, officer or trustee or in any other capacity while serving as a director, officer or trustee, shall be indemnified and held harmless by us to the fullest extent authorized by the Delaware General Corporation Law against all expense, liability and loss (including attorneys’ fees, judgments, fines, ERISA excise taxes or penalties and amounts paid in settlement) reasonably incurred or suffered by such.

Section 145 of the Delaware General Corporation Law permits a corporation to indemnify any director or officer of the corporation against expenses (including attorney’s fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with any action, suit or proceeding brought by reason of the fact that such person is or was a director or officer of the corporation, if such person acted in good faith and in a manner that he reasonably believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal action or proceeding, if he or she had no reason to believe his or her conduct was unlawful. In a derivative action, (*i.e.*, one brought by or on behalf of the corporation), indemnification may be provided only for expenses actually and reasonably incurred by any director or officer in connection with the defense or settlement of such an action or suit if such person acted in good faith and in a manner that he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, except that no indemnification shall be provided if such person shall have been adjudged to be liable to the corporation, unless and only to the extent that the court in which the action or suit was brought shall determine that the defendant is fairly and reasonably entitled to indemnity for such expenses despite such adjudication of liability.

Pursuant to Section 102(b)(7) of the Delaware General Corporation Law, our amended and restated certificate of incorporation eliminates the liability of a director to us or our stockholders for monetary damages for such a breach of fiduciary duty as a director, except for liabilities arising:

- from any breach of the director's duty of loyalty to us or our stockholders;
- from acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- under Section 174 of the Delaware General Corporation Law; or
- from any transaction from which the director derived an improper personal benefit.

We carry insurance policies insuring our directors and officers against certain liabilities that they may incur in their capacity as directors and officers.

The Company has entered into indemnification agreements with each of its directors and executive officers. Pursuant to the indemnification agreements, the Company agrees to hold harmless and indemnify its directors and executive officers to the fullest extent authorized or permitted by the provisions of the Company's amended and restated certificate of incorporation, amended and restated by-laws and the DGCL, including for any amounts that such director or officer becomes obligated to pay because of any claim to which such director or officer is made or threatened to be made a party, witness or participant, by reason of such director's or officer's service as a director, officer, employee or other agent of the Company.

There are certain exceptions from the Company's obligation to indemnify its directors and executive officers pursuant to the indemnification agreements, including for "short-swing" profit claims under Section 16(b) of the Exchange Act losses that are as a result of conduct that is established by a final judgment as knowingly fraudulent or deliberately dishonest or that constituted willful misconduct, or that constituted a breach of the duty of loyalty to the Company or resulted in any improper personal profit or advantage, where payment is actually made to a director or officer under an insurance policy, indemnity clause, bylaw or agreement, except in respect of any excess beyond payment under such insurance, clause, bylaw or agreement, for indemnification which is not lawful, or in connection with any proceeding initiated by such director or officer, or any proceeding against the Company or its directors, officers, employees or other agents, unless (i) such indemnification is expressly required to be made by law, (ii) the proceeding was authorized by the board of directors of the Company, (iii) such indemnification is provided by the Company, in its sole discretion, pursuant to the powers vested in the Company under the DGCL, or (iv) the proceeding is initiated to enforce a claim for indemnification pursuant to the indemnification agreement.

All agreements and obligations of the Company contained in the indemnification agreements shall continue during the period when the director or officer who is a party to an indemnification agreement is a director, officer, employee or other agent of the Company (or is or is serving at the request of the Company as a director, officer, employee or other agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise) and shall continue thereafter so long as such director or officer shall be subject to any possible claim or threatened, pending or completed action, suit or proceeding, whether civil, criminal, arbitrational, administrative or investigative. In addition, the indemnification agreements provide for partial indemnification and advance of expenses.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to our directors, officers or controlling persons pursuant to the foregoing provisions, or otherwise, we have been advised that in the opinion of the Commission this indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable.

**Item 7. Exemption from Registration Claimed.**

Not applicable.

## Item 8. Exhibits.

A list of exhibits included as part of this Registration Statement is set forth in the Exhibit Index to this Registration Statement and is incorporated herein by reference.

## Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

- (i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;
- (ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement.
- (iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

*Provided, however,* that paragraphs (1)(i) and (1)(ii) of this section do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the indemnification provisions summarized in Item 6, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

## SIGNATURES AND POWERS OF ATTORNEY

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Kuala Lumpur, in the Country of Malaysia, on November 28, 2025.

BIO GREEN MED SOLUTION, INC.

By: /s/ Datuk Dr. Doris Wong

Datuk Dr. Doris Wong

Chief Executive Officer and Executive Director

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Datuk Dr. Doris Wong and Kiu Cu Seng, and each of them, his or her true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments, including post-effective amendments, to this Registration Statement, and any registration statement relating to the offering covered by this Registration Statement and filed pursuant to Rule 462(b) under the Securities Act of 1933, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents, or his or her substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Date</b>
<u>/s/ Datuk Dr. Doris Wong</u> Datuk Dr. Doris Wong, Chief Executive Officer and Executive Director (Principal Executive Officer)	November 28, 2025
<u>/s/ Kiu Cu Seng</u> Kiu Cu Seng, Chief Financial Officer and Executive Director (Principal Financial Officer and Principal Accounting Officer)	November 28, 2025
<u>/s/ Soon Ping Pappas</u> Soon Ping ("Zara") Pappas, Director	November 28, 2025
<u>/s/ Dr. Satis Waran Nair Krishnan</u> Dr. Satis Waran Nair Krishnan, Director	November 28, 2025
<u>/s/ Inigo Angel Laurduraj</u> Inigo Angel Laurduraj, Director	November 28, 2025

## EXHIBIT INDEX

<b>Exhibit Number</b>	<b>Description</b>
4.1	<a href="#"><u>Amended and Restated Certificate of Incorporation of Cyclacel Pharmaceuticals, Inc. (previously filed as Exhibit 3.1 to the Registrant's Annual Report on Form 10-K, originally filed with the SEC on April 1, 2013, and incorporated herein by reference).</u></a>
4.2	<a href="#"><u>Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Cyclacel Pharmaceuticals, Inc. (previously filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K, originally filed with the SEC on May 27, 2016, and incorporated herein by reference).</u></a>
4.3	<a href="#"><u>Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Cyclacel Pharmaceuticals, Inc. (previously filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K, originally filed with the SEC on April 14, 2020, and incorporated herein by reference).</u></a>
4.4	<a href="#"><u>Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Cyclacel Pharmaceuticals, Inc. (previously filed as Exhibit 3.4 to the Registrant's Registration Statement on Form S-1, originally filed with the SEC on January 19, 2024, and incorporated herein by reference).</u></a>
4.5	<a href="#"><u>Certificate of Correction to the Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Cyclacel Pharmaceuticals, Inc. (previously filed as Exhibit 3.5 to the Registrant's Registration Statement on Form S-1, originally filed with the SEC on January 19, 2024, and incorporated herein by reference).</u></a>
4.6	<a href="#"><u>Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Cyclacel Pharmaceuticals, Inc. filed with the Secretary of State of the State of Delaware on February 10, 2025, (previously filed as Exhibit 3.5 to the Registrant's Form 8-K filed with the Commission on February 12, 2025, and incorporated herein by reference).</u></a>
4.7	<a href="#"><u>Second Amended and Restated Bylaws of Cyclacel Pharmaceuticals, Inc. (previously filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K, originally filed with the SEC on May 7, 2020, and incorporated herein by reference).</u></a>
4.8	<a href="#"><u>Amendment No. 1 to the Second Amended and Restated Bylaws of Cyclacel Pharmaceuticals, Inc. (previously filed as Exhibit 3.1 to the Registrant's Form 8-K filed with the Commission on November 7, 2023, and incorporated herein by reference).</u></a>
4.9	<a href="#"><u>Specimen of Common Stock Certificate (previously filed as Exhibit 4.1 to Registrant's Registration Statement on Form S-1 (File No. 333-109653), originally filed with the Commission on October 21, 2004, as subsequently amended, and incorporated herein by reference).</u></a>
5.1*	<a href="#"><u>Opinion of Rimon, P.C. as to the legality of the securities being registered</u></a>
23.1*	<a href="#"><u>Consent of Rimon, P.C. (contained in Exhibit 5.1)</u></a>
23.2*	<a href="#"><u>Consent of SFAI (Malaysia)</u></a>
24.1*	<a href="#"><u>Powers of Attorney</u></a>
99.1	<a href="#"><u>Amended and Restated 2018 Equity Incentive Plan (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the Commission on June 25, 2024, and incorporated herein by reference).</u></a>
99.2	<a href="#"><u>Form of Stock Option Award Agreement under the Registrant's 2018 Equity Incentive Plan (previously filed as Exhibit 99.2 to the Registrant's Registration Statement on Form S-8 (File No. 333-226906), originally filed with the Commission on August 17, 2018 and incorporated herein by reference).</u></a>
107*	<a href="#"><u>Filing Fee Table</u></a>

\* Filed herewith

# RIMÔN LAW

[www.rimonlaw.com](http://www.rimonlaw.com)

1050 Connecticut Avenue, NW  
Suite 1050  
Washington, DC 20036

November 28, 2025

Bio Green Med Solution Inc.  
Level 10, Tower 11, Avenue 5, No. 8  
Jalan Kerinchi, Kuala Lumpur, Malaysia 592000

Ladies and Gentlemen:

We have acted as legal counsel to Bio Green Med Solution Inc., a Delaware corporation (the “Company”), in connection with the preparation and filing with the Securities and Exchange Commission (the “Commission”) of a Registration Statement on Form S-8 (the “Registration Statement”), pursuant to which the Company is registering the issuance under the Securities Act of 1933, as amended (the “Securities Act”), of an aggregate of 4,281,987 shares (the “Shares”) of the Company’s common stock, par value \$0.001 per share (the “Common Stock”), that may be issued pursuant to the Company’s 2018 Equity Incentive Plan, as amended (the “Plan”). This opinion is being rendered in connection with the filing of the Registration Statement with the Commission. All capitalized terms used herein and not otherwise defined shall have the respective meanings given to them in the Registration Statement.

In connection with this opinion, we have examined the Company’s Amended and Restated Certificate of Incorporation, as amended, and the Company’s Amended and Restated Bylaws, each as currently in effect; such other records of the corporate proceedings of the Company as we have deemed relevant; and the Registration Statement and the exhibits thereto.

In our examination, we have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified or photostatic copies and the authenticity of the originals of such copies. In addition, we have assumed that the Company will receive any required consideration in accordance with the terms of the Plan.

Our opinion is limited to the General Corporation Laws of the State of Delaware, and we express no opinion with respect to the laws of any other jurisdiction. No opinion is expressed herein with respect to the qualification of the Shares under the securities or blue sky laws of any state or any foreign jurisdiction.

Based upon the foregoing, we are of the opinion that the Shares, when issued and delivered in accordance with the terms of the Plan will be validly issued, fully paid and non-assessable.

Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters. This opinion is based upon currently existing statutes, rules, regulations and judicial decisions, and we disclaim any obligation to advise you of any change in any of these sources of law or subsequent legal or factual developments which might affect any matters or opinions set forth herein.

We understand that you wish to file this opinion with the Commission as an exhibit to the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K promulgated under the Securities Act, and we hereby consent thereto. In giving this consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

*/s/ Rimon, P.C.*

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Rimon, P.C.

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**Consent of Independent Registered Public Accounting Firm**

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Bio Green Med Solution, Inc. of our report dated November 26, 2025 relating to the consolidated financial statements of Bio Green Med Solution, Inc. and subsidiaries, appearing in the Annual Report on Form 10-K/A of Bio Green Med Solution, Inc. for the year ended December 31, 2024.

/s/ SFAI MALAYSIA PLT (PCAOB No. 7167)

Malaysia  
November 28, 2025

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## Calculation of Filing Fee Table

**Form S-8**  
(Form Type)

**Bio Green Med Solution, Inc.**  
(Exact Name of Registrant as Specified in its Charter)

Table 1 - Newly Registered Securities Security

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered <sup>(1)</sup>	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock	Rule 457(c) and Rule 457(h)	4,281,987 <sup>(2)</sup>	\$ 1.38 <sup>(3)</sup>	\$ 5,909,142.06	0.00013810	\$ 816.05
<b>Total Offering Amounts</b>					\$ 5,909,142.06		\$ 816.05
<b>Total Fee Offsets</b>							\$ -
<b>Net Fee Due</b>							\$ 816.05

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of common stock, \$0.001 par value per share ("Common Stock"), of Bio Green Med Solution, Inc. (the "Registrant"), that become issuable under the Registrant's 2018 Equity Incentive Plan (the "2018 Plan") by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the Registrant's receipt of consideration that increases the number of the Registrant's outstanding shares of Common Stock.
- (2) Represents 4,281,987 additional shares of Common Stock reserved and available for issuance under the 2018 Plan.
- (3) Estimated in accordance with paragraphs (c) and (h) of Rule 457 under the Securities Act solely for purposes of calculating the registration fee. The price for the Common Stock being registered hereby is based on a price of \$1.38 per share of Common Stock, which is the average of the high (\$1.44) and low (\$1.32) trading prices for a share of Common Stock of the Registrant on November 25, 2025, as reported on The Nasdaq Stock Market.