

## OTCQB Certification

I, Amit Shrestha, Chief Financial Officer of Reticulate Micro, Inc. (“the Company”), certify that:

- The Company is registered or required to file periodic reporting with the SEC or is exempt from SEC registration as indicated below:

**REGISTERED or REPORTING WITH THE SEC:**

- Company is registered under Section 12(g) of the Exchange Act  
 Company is reporting under Section 15(d) of the Exchange Act.  
 Company is a bank that reports to a Bank Regulator under Section 12(i) of the Exchange Act  
 Company is reporting under Regulation A (Tier 2)  
 Other (describe) \_\_\_\_\_

**EXEMPT FROM SEC REGISTRATION/NO SEC REPORTING OBLIGATIONS:**

- Company is exempt from registration under Exchange Act Rule 12g3-2(b)  
 Company is a bank that is non-SEC reporting but is current in its reporting to a Banking Regulator  
 Company is reporting under the Alternative Reporting Company Disclosure Guidelines and is otherwise exempt from registration and not required to file periodic reporting with the SEC

- The Company is current in its reporting obligations as of the most recent fiscal year end and any subsequent quarters, and such information has been posted either on the SEC’s EDGAR system or the OTC Disclosure & News Service, as applicable.
- The company is duly organized, validly existing and in good standing under the laws of the state or jurisdiction in which the Company is organized or does business.
- The share information below is for the primary OTCQB traded security as of the latest practicable date:

US Trading Symbol:		<u>RMXI</u>	<u>As of (date):</u>
Shares Authorized	(A)	<u>196,400,000</u>	<u>11/11/2024</u>
Total Shares Outstanding	(B)	<u>10,446,256</u>	<u>11/11/2024</u>
Number of Restricted Shares <sup>1</sup>	(C)	<u>9,358,530</u>	<u>11/11/2024</u>
Unrestricted Shares Held by Officers, Directors, 10% Control Persons & Affiliates	(D)	<u>0</u>	<u>11/11/2024</u>
Public Float: <i>Subtract Lines C and D from Line B</i>	(E)	<u>1,087,726</u>	<u>11/11/2024</u>
% Public Float: <i>Line E Divided by Line B (as a %)</i> <sup>2</sup>	(F)	<u>10.4%</u>	<u>11/11/2024</u>
Number of Beneficial Shareholders of at least 100 shares <sup>3</sup>	(G)	<u>147</u>	<u>11/11/2024</u>

<sup>1</sup> Restricted Shares means securities that are subject to resale restrictions for any reason. Your transfer agent should be able to provide the total number of restricted securities.

<sup>2</sup> Public Float means the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a “10 percent Control Person”), or any Affiliates thereof, or any Family Members of officers, directors, and control persons. Family Member shall mean a Person’s spouse, parents, children, and siblings, whether by blood, marriage or adoption, or anyone residing in such Person’s home. OTCQB traded securities are required to have a freely traded public float of at least 10% of the shares outstanding unless an exemption applies.

<sup>3</sup> Beneficial Shareholder means any person who, directly or indirectly has or shares voting power of such security or investment power, which includes the power to dispose, or to direct the disposition of, such security. OTCQB traded securities are required to have at least 50 beneficial shareholders unless an exemption applies.

5. Convertible Debt:

The following is a complete list of all promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer’s equity securities that were issued or outstanding at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this OTCQB Certification. **(If the note is no longer outstanding as of the current date, but was outstanding during the previously described period, the note must still be disclosed in the table below.):**

Check this box to confirm there were no promissory notes, convertible notes, or other convertible debt arrangements issued or outstanding at any point during this period.

Date of Note Issuance	Principal Amount at Issuance (\$)	Outstanding Balance (\$) (include accrued interest)	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>4</sup>	Name of Noteholder (entities must have individual with voting / investment control disclosed). <sup>5</sup>	Reason for Issuance (e.g., Loan, Services, etc.)

Total Outstanding Balance:

Total Shares:

Use the space below to provide any additional details, including footnotes to the table above:

\_\_\_\_\_

6. Disclosure and Administrative Service Providers:

Annual Report Preparation:

List any 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. (If no attorney assisted in putting together the disclosure, identify the person(s) who prepared the disclosure and their relationship to the company.)

Bevilacqua PLLC – Louis Bevilacqua, Paul Levites, Amanda Hawthorne

Ongoing Disclosure and Administrative Services:

<sup>4</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.

<sup>5</sup> International Reporting Companies may elect not to disclose the names of noteholders who are non-affiliates of the company. “Affiliate” is a Person that directly, or indirectly through one or more intermediaries, controls or is controlled by, or is under common control with, an officer, a director, or a shareholder beneficially owning 10 percent or more of the Company’s outstanding shares.

List any other attorney or service provider, if different than the primary legal counsel listed above, that assisted the company during the prior fiscal year on any matter related to preparation of company disclosure documents, corporate actions and activities related to submission of a Form 211 or OTC Markets' Application. **Please include the following items in this list: firm name, firm address, primary contact name and description of services provided.** If none, please state "None."

Fennemore Craig P.C.  
2394 E Camelback Rd, Suite 600, Phoenix, AZ 85016  
Thomas Morgan  
Nevada counsel to the company

7. Investor Relations Providers:

The following is a complete list of third-party providers engaged by the Company, its officers, directors or controlling shareholders, at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this OTCQB Certification, to provide investor relations services, public relations services, marketing, brand awareness, stock promotion, or any other related services to the Company. **Please include the following items in this list: firm name, firm address, primary contact name and description of services provided.** If none, please state "None."

Bullish Bear, LLC  
c/o Lumus AI  
502 E Atlantic Avenue  
Delray Beach, FL 33483  
Wesley DeSouza

The Company entered into a consulting agreement with Bullish Bear on October 3, 2024, pursuant to which Bullish Bear prepares and disseminates advertisements for the Company in relation to the Company's Regulation A offering on Form 1-A that was qualified by the Securities and Exchange Commission on July 30, 2024. The consulting agreement was for one month of services.

8. Officers, Directors and 5% Control Persons:

The following is a complete list of Officers, Directors and 5% Control Persons (control persons are beneficial owners of five percent (5%) or more of any class of the issuer's equity securities). Preferred shares, options, warrants that can be converted into common shares within the next 60 days should be included in the shareholdings listed below.

**For beneficial shareholders that are corporate entities:** Provide the name and address of the person(s) owning or controlling such corporate entities. If the corporate entity owning 5% or more does not have a person(s) owning or controlling it, provide a note explaining why. If the corporate entity is a publicly traded company, provide the company's trading symbol and market.

**For nominee accounts owning 5% or more:** Provide the name of the 5% beneficial shareholder for this account. If there are no beneficial shareholders of 5% or more behind a nominee account, the nominee account does not need to be included in the table below.

**For issuers exempt from registration under Exchange Act Rule 12g3-2(b):** Complete the table below with the information described above for Officers, Directors and 10% Control Persons.

Name (First, Last)	Position/company affiliation (ex: CEO, 5% control person)	City and State (And Country if outside US)	Number of Shares Owned (List common, preferred, warrants and options separately)	Class of shares owned	Percentage of Class of Shares Owned (undiluted) <sup>(1)</sup>
Michael Chermak <sup>(2)</sup>	Executive Chairman, Director, Secretary, Treasurer	Ramona, CA	1,000,000	Class B <sup>(3)</sup>	50.0%
Joshua Cryer	CEO, President	Palm Bay, FL	697,000 <sup>(4)</sup>	Class A	6.4%
John Dames	CTO	St. Louis, MO	276,667 <sup>(5)</sup>	Class A	1.8%
Amit Shrestha	CFO	Boca Raton, FL	14,000 <sup>(6)</sup>	Class A	0.1%
Eduardo Martinez	Chief Commercial Officer, Chief of Staff	Miami, FL	61,916 <sup>(7)</sup>	Class A	0.6%
Paul Scardino	EVP of Sales, Chief Strategy Officer of Reticulate Space	East Northport, NY	79,166 <sup>(8)</sup>	Class A	0.8%
Mark Steel	EVP of Products and Services, Chief Technology Officer of Reticulate Space	Orlando, FL	79,166 <sup>(8)</sup>	Class A	0.8%
Basestones, Inc. <sup>(9)</sup>	10% control person	Los Angeles, CA	1,000,000	Class B <sup>(3)</sup>	50.0%
Boustead Securities, LLC <sup>(10)</sup>	10% control person	Irvine, CA	1,078,789 <sup>(11)</sup>	Class A	10.2%
Cytta Corp. <sup>(12)</sup>	10% control person	Las Vegas, NV	3,319,469	Class A	31.8%
Makena Investment Advisors, LLC <sup>(2)</sup>	10% control person	Ramona, CA	1,000,000	Class B <sup>(3)</sup>	50.0%
The Sunshine and Rain Asset Management Irrevocable Trust <sup>(13)</sup>	10% control person	Ashland, OR	1,650,000	Class A	15.8%

Use the space below to provide any additional details, including conversion terms of any class of the issuer's equity securities:

- (1) For purposes of computing the percentage of outstanding shares held by each person or groups of persons named below, any shares that such person or persons has the right to acquire within sixty (60) days of the date of this certification are deemed to be outstanding for such person, but not deemed to be outstanding for the purpose of computing the percentage ownership of any other person.
- (2) The 1,000,000 shares of Class B Common Stock beneficially owned by Michael Chermak are held by Makena Investment Advisors, LLC. Makena Investment Advisors, LLC is a Nevada limited liability company. Makena Investment Advisors, LLC's managing member is Michael Chermak, our Executive Chairman, Secretary, Treasurer and director. Makena Investment Advisors, LLC's business address is 1023 Olive Ave, Ramona, CA 92065, USA.
- (3) Class B Common Stock converts on a one-to-one basis into Class A Common Stock (i) at the option of the holder or (ii) automatically upon the transfer of the Class B Common Stock, except upon transfer to another holder of Class B Common Stock.
- (4) Consists of (i) 291,000 shares of Class A Common Stock; (ii) 309,000 shares of Class A Common Stock issuable upon the exercise of an option; and (iii) 97,000 shares of Class A Common Stock issuable upon the exercise of an option within 60 days.

- (5) Consists of (i) 145,000 shares of Class A Common Stock; (ii) 48,334 shares of Class A Common Stock issuable upon the exercise of an option; and (iii) 83,333 shares of Class A Common Stock issuable upon the exercise of an option within 60 days.
- (6) Consists of 14,000 shares of Class A Common Stock issuable upon the exercise of an option.
- (7) Consists of (i) 42,500 shares of Class A Common Stock issuable upon the exercise of an option and (ii) 19,416 shares of Class A Common Stock issuable upon the exercise of an option within 60 days.
- (8) Consists of (i) 5,000 shares of Class A Common Stock issuable upon the exercise of an option and (ii) 74,166 shares of Class A Common Stock issuable upon the exercise of an option within 60 days.
- (9) Basestones, Inc. is a Nevada corporation. Basestones, Inc.'s president is Mohammad Ansari, a former director of Reticulate Micro, Inc. Mohammad Ansari is deemed to beneficially own the shares of Class B Common Stock owned by Basestones, Inc. and has sole voting and dispositive powers over its shares. Basestones, Inc.'s business address is 1901 Avenue of the Stars, #200, Los Angeles, CA 90067, USA.
- (10) Boustead Securities, LLC is a California limited liability company. Boustead Securities, LLC's managing member is Keith Moore. Keith Moore is deemed to beneficially own the shares of Class A Common Stock owned by Boustead Securities, LLC and has sole voting and dispositive powers over its shares. Boustead Securities, LLC's business address is 6 Venture, Suite 395, Irvine, CA 92618, USA.
- (11) Consists of (i) 1,000,000 shares of Class A Common Stock and (ii) 78,789 shares of Class A Common Stock issuable upon the exercise of warrants.
- (12) Cytta Corp is a Nevada corporation. Cytta Corp is quoted on the OTCQB under the symbol "CYCA". According to Cytta Corp's Form 10-K filed on January 12, 2024, Gary Campbell, Cytta Corp's Chief Executive Officer, Chief Financial Officer, and a member of the board of directors, is the beneficial owner of approximately 14.3% of Cytta Corp's Class A Common Stock. No other stockholder beneficially owns more than 10.0% of Cytta Corp's Class A Common Stock. Michael Chermak, our Executive Chairman, Secretary, Treasurer and director, was the Chief Administration Officer of Cytta Corp until January 2023. Cytta Corp's business address is 5450 W Sahara Avenue, Suite 300A, Las Vegas, NV 89146, USA.
- (13) The Sunshine and Rain Asset Management Irrevocable Trust is a Wyoming trust. Peter Schultz is the manager and trustee and is deemed to beneficially own the shares of Class A Common Stock owned by The Sunshine and Rain Asset Management Irrevocable Trust and has sole voting and dispositive powers over its shares. The Sunshine and Rain Asset Management Irrevocable Trust's business address is 375 East Nevada Street, Ashland, OR 97520, USA.

9. Certification:

Date: 11/12/2024

Name of Certifying CEO or CFO: Amit Shrestha

Title: CFO

Signature: /s/ Amit Shrestha

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