

## OTCQB Certification

I, Keith Duffy, CEO of Xeriant, Inc. ("the Company"), certify that:

1. 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

2. 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.
3. 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.
4. The share information below is for the primary OTCQB traded security as of the latest practicable date:

US Trading Symbol:		<u>XERI</u>	<u>As of (date):</u>
Shares Authorized	(A)	<u>5,000,000,000</u>	<u>10/07/2024</u>
Total Shares Outstanding	(B)	<u>581,184,486</u>	<u>10/07/2024</u>
Number of Restricted Shares <sup>1</sup>	(C)	<u>242,801,718</u>	<u>10/07/2024</u>
Unrestricted Shares Held by Officers, Directors, 10% Control Persons & Affiliates	(D)	<u>0</u>	<u>10/07/2024</u>
Public Float: <i>Subtract Lines C and D from Line B</i>	(E)	<u>338,382,768</u>	<u>10/07/2024</u>
% Public Float: <i>Line E Divided by Line B (as a %)</i> <sup>2</sup>	(F)	<u>58.22</u>	<u>10/07/2024</u>
Number of Beneficial Shareholders of at least 100 shares <sup>3</sup>	(G)	<u>220</u>	<u>10/07/2024</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:

See attached schedule

## 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.)

David Ficksman  
Troy Gould, PC  
1801 Century Park East, Suite 1600  
Los Angeles, CA 90067-2367

<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.

Ongoing Disclosure and Administrative Services:

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."

None

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."

None

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)
Micha Holdings LLC <sup>1</sup> Alberto Silva	5% control person	150 E. Palmetto Park Rd. Suite 600 Boca Raton, FL 33432	54,800	Series A Preferred	7.86

Ancient Investments, LLC <sup>2</sup> Keith Duffy Scott Duffy	CEO Executive Director	Innovation Centre #1 3998 FAU Blvd., Suite 309 Boca Raton, FL 33431	200,000	Series A Preferred	28.69
Basil Consulting, LLC <sup>3</sup> Cameron Cox	5% control person	5665 76 <sup>th</sup> Avenue Pinellas Park, FL 33781	82,362	Series A Preferred	11.81
Spider Investments, LLC <sup>4</sup> Edward C. DeFeudis	Director	Innovation Centre #1 3998 FAU Blvd., Suite 309 Boca Raton, FL 33431	77,000	Series A Preferred	11.04
AMP Web Services, LLC Pablo Lavigna <sup>5</sup>	CTO	Innovation Centre #1 3998 FAU Blvd., Suite 309 Boca Raton, FL 33431	13,454,545	Common	2.28
Brian Carey	CFO	1409 Longfellow Court New Cumberland, PA 17070	203,025	Common	0.03
Christopher Sawchuk	5% control person	9221 Highland Ridge Tampa, FL 33647	100,000 16,890,791	Series A Preferred Common	2.87 14.34

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

<sup>1</sup>Alberto Silva has control and dispositive power over Micha Holdings, LLC and is the beneficial owner of Micha Holdings, LLC.

<sup>2</sup>Keith Duffy is the Chairman and Chief Executive Officer of the Company, and is a beneficial owner of Ancient Investments, LLC.

<sup>3</sup>Cameron Cox has control and dispositive power over Basil Consulting, LLC and is the beneficial owner of Basil Consulting, LLC.

<sup>4</sup>Edward C. DeFeudis has control and dispositive power over Spider Investments, LLC and is the beneficial owner of Spider Investments, LLC.

<sup>5</sup>Pablo Lavigna is the Chief Information Officer of the Company and the beneficial owner of these shares, which are titled under his personal name and his company AMP Web Services, LLC.

#### 9. Certification:

Date: November 20, 2024

Name of Certifying CEO or CFO: Keith Duffy

Title: CEO

Signature: /s/[Keith F. Duffy]

	Note	Face	Outstanding	Conv/Sat	Maturity		# of sh	# of Potential		
GL Account Name	Issue Date	Amount	Balance	Date	Date	Terms	Conv to Date	to be Conv	Name	Reason
Convert Note Payable-Chipman (1)	01/13/2023	\$ 25,000.00	\$ -	04/11/2024	01/13/2024	Convertible to common stock at price of \$0.01 per share	2,750,000		Matthew Chipman	Loan
Convert Note Payable-Wiggins (1)	01/18/2023	\$ 25,000.00	\$ -	04/11/2024	01/18/2024	Convertible to common stock at price of \$0.01 per share	2,750,000		David Wiggins	Loan
Convert Note Payable-Beane	01/19/2023	\$ 25,000.00	\$ 27,500.00		01/19/2024	Convertible to common stock at price of \$0.01 per share		2,750,000	Troy A. Beane	Loan
Convert Note Payable-Sawchuk	01/24/2023	\$ 30,000.00	\$ 33,000.00		01/24/2024	Convertible to common stock at price of \$0.01 per share		3,300,000	Christopher Sawchuk	Loan
Convert Note Payable-Reis (1)	01/31/2023	\$ 25,000.00	\$ 27,500.00		01/31/2024	Convertible to common stock at price of \$0.01 per share		2,750,000	Marianna Z. Reis	Loan
Convertible Note Payable-Kolich	02/13/2023	\$ 50,000.00	\$ -	11/29/2023	02/13/2024	Convertible to common stock at price of \$0.01 per share	5,500,000		Mihaela Kolich	Loan
Convertible Note Payable-Schneider(1)	03/10/2023	\$ 20,000.00	\$ 22,000.00		03/10/2024	Convertible to common stock at price of \$0.01 per share		2,200,000	Patrick Schneider	Loan
Convertible Note Payable-Schneider(2)	03/27/2023	\$ 20,000.00	\$ 22,000.00		03/27/2024	Convertible to common stock at price of \$0.01 per share		2,200,000	Patrick Schneider	Loan
Convertible Note Payable-Shope (1)	03/31/2023	\$ 25,000.00	\$ 27,500.00		03/31/2024	Convertible to common stock at price of \$0.01 per share		2,750,000	Tina Shope	Loan
Convertible Note Payable-Shope (2)	03/31/2023	\$ 25,000.00	\$ 27,500.00		03/31/2024	Convertible to common stock at price of \$0.01 per share		2,750,000	Tina Shope	Loan
Convertible Note Payable-Schneider(3)	05/12/2023	\$ 20,000.00	\$ 22,000.00		05/12/2024	Convertible to common stock at price of \$0.01 per share		2,200,000	Patrick Schneider	Loan
Convertible Note Payable-Schneider(4)	06/08/2023	\$ 30,000.00	\$ 33,000.00		06/08/2024	Convertible to common stock at price of \$0.01 per share		3,300,000	Patrick Schneider	Loan
Convertible Note Payable-Chipman (2)	06/28/2023	\$ 25,000.00	\$ -	04/11/2024	06/28/2024	Convertible to common stock at price of \$0.01 per share	2,750,000		Matthew Chipman	Loan
Convert Note Payable-Wiggins (2)	06/30/2023	\$ 25,000.00	\$ -	04/11/2024	06/30/2024	Convertible to common stock at price of \$0.01 per share	2,750,000		David Wiggins	Loan
Convertible Note Payable-Schneider(5)	07/17/2023	\$ 30,000.00	\$ 33,000.00		07/17/2024	Convertible to common stock at price of \$0.01 per share		3,300,000	Patrick Schneider	Loan
Convert Note Payable-Fitzgerald(1)	07/18/2023	\$ 100,000.00	\$ -	08/30/2024	07/18/2024	Convertible to common stock at price of \$0.01 per share	11,000,000		Thomas Fitzgerald	Loan
Convert Note Payable-M. Smith	07/20/2023	\$ 15,000.00	\$ -	09/09/2024	07/20/2024	Convertible to common stock at price of \$0.01 per share	1,650,000		Mark Smith	Loan
Convert Note Payable-Krempa	07/20/2023	\$ 10,000.00	\$ 11,000.00		07/20/2024	Convertible to common stock at price of \$0.01 per share		1,100,000	Mary Krempa	Loan
Convert Note Payable-Krizek	07/20/2023	\$ 10,000.00	\$ 11,000.00		07/20/2024	Convertible to common stock at price of \$0.01 per share		1,100,000	Holli Krizek	Loan
Convert Note Payable-Kearns	07/21/2023	\$ 10,000.00	\$ -	08/04/2023	07/21/2024	Convertible to common stock at price of \$0.01 per share	1,100,000		George Kearns	Loan
Convert Note Payable-Corrado(1)	07/21/2023	\$ 20,000.00	\$ -	08/04/2023	07/21/2024	Convertible to common stock at price of \$0.01 per share	2,200,000		Sandro Corrado	Loan
Convert Note Payable-Hilloch Invest	07/21/2023	\$ 20,000.00	\$ -	07/24/2023	07/21/2024	Convertible to common stock at price of \$0.01 per share	2,200,000		Hilloch Investments	Loan
Convert Note Payable-Reis (2)	07/24/2023	\$ 25,000.00	\$ 27,500.00		07/24/2024	Convertible to common stock at price of \$0.01 per share		2,750,000	Marianna Z. Reis	Loan
Convert Note Payable-G. Smith	07/25/2023	\$ 10,000.00	\$ 11,000.00		07/25/2024	Convertible to common stock at price of \$0.01 per share		1,100,000	Gregory Smith	Loan
Convert Note Payable-Locke	08/08/2023	\$ 25,000.00	\$ 27,500.00		08/08/2024	Convertible to common stock at price of \$0.01 per share		2,750,000	Matthew Locke	Loan
Convert Note Payable-DW Invest (1)	08/21/2023	\$ 10,000.00	\$ -	08/28/2023	08/21/2024	Convertible to common stock at price of \$0.01 per share	1,100,000		DW Investments	Loan
Convert Note Payable-Comeford	08/22/2023	\$ 10,000.00	\$ 11,000.00		08/22/2024	Convertible to common stock at price of \$0.01 per share		1,100,000	Sean Comeford	Loan
Convertible Note Payable-Schneider(6)	09/01/2023	\$ 30,000.00	\$ 33,000.00		09/01/2024	Convertible to common stock at price of \$0.01 per share		3,300,000	Patrick Schneider	Loan

Convertible Note Payable-PBBD	09/07/2023	\$	15,000.00	\$	16,500.00	09/07/2024	Convertible to common stock at price of \$0.01 per share	1,650,000	Palm Beach BDG	Loan
Convertible Note Payable-Jibon	09/07/2023	\$	50,000.00	\$	55,000.00	09/07/2024	Convertible to common stock at price of \$0.01 per share	5,500,000	Jibon, LLC	Loan
Convertible Note Payable-V Rodgers	09/22/2023	\$	10,500.00	\$	11,550.00	09/22/2024	Convertible to common stock at price of \$0.01 per share	1,155,000	Vanessa Rodgers	Loan
Convertible Note Payable-D Rodgers	09/22/2023	\$	10,500.00	\$	11,550.00	09/22/2024	Convertible to common stock at price of \$0.01 per share	1,155,000	Danielle Rodgers	Loan
Convertible Note Payable-Schneider(7)	10/13/2023	\$	20,000.00	\$	22,000.00	10/13/2024	Convertible to common stock at price of \$0.01 per share	2,200,000	Patrick Schneider	Loan
Convert Note Payable-Wiggins (3)	10/12/2023	\$	30,000.00	-		08/02/2024	Convertible to common stock at price of \$0.01 per share	3,300,000	David Wiggins	Loan
Convertible Note Payable-Lefever	10/18/2023	\$	4,000.00	\$	4,400.00	10/18/2024	Convertible to common stock at price of \$0.01 per share	440,000	Ethan Lefever	Loan
Convertible Note Payable-ATSC	11/03/2023	\$	20,000.00	\$	22,000.00	11/03/2024	Convertible to common stock at price of \$0.01 per share	2,200,000	Advanced Tech	Loan
Convertible Note Payable-Reis (3)	11/06/2023	\$	25,000.00	\$	27,500.00	11/06/2024	Convertible to common stock at price of \$0.01 per share	2,750,000	Marianna Z. Reis	Loan
Convertible Note Payable-Schneider(8)	11/08/2023	\$	20,000.00	\$	22,000.00	11/08/2024	Convertible to common stock at price of \$0.01 per share	2,200,000	Patrick Schneider	Loan
Convertible Note Payable-Schneider(9)	11/24/2023	\$	20,000.00	\$	22,000.00	11/24/2024	Convertible to common stock at price of \$0.01 per share	2,200,000	Patrick Schneider	Loan
Convertible Note Payable-Sehres	12/15/2023	\$	40,000.00	\$	44,000.00	12/15/2024	Convertible to common stock at price of \$0.01 per share	4,400,000	Kenneth Sehres	Loan
Convertible Note Payable-Gordon	12/20/2023	\$	20,000.00	\$	22,000.00	12/20/2024	Convertible to common stock at price of \$0.01 per share	2,200,000	Dr. Kenneth Gordon	Loan
Convertible Note Payable-Micah	12/29/2023	\$	20,000.00	\$	22,000.00	12/29/2024	Convertible to common stock at price of \$0.01 per share	2,200,000	Micha Holdings	Loan
Convertible Note Payable-Ojasu	01/02/2024	\$	5,000.00	\$	5,502.74	01/02/2025	Convertible to common stock at price of \$0.01 per share	550,000	Pelle Ojasu	Loan
Convertible Note Payable-Schneider(10)	01/04/2024	\$	20,000.00	\$	22,000.00	01/04/2025	Convertible to common stock at price of \$0.01 per share	2,200,000	Patrick Schneider	Loan
Convertible Note Payable-Golub/Bacon(1)	01/18/2024	\$	25,000.00	\$	27,404.11	01/18/2025	Convertible to common stock at price of \$0.01 per share	2,750,000	Steve Golub/Roanne Bacon	Loan
Convertible Note Payable-Starter	02/08/2024	\$	15,000.00	-		09/09/2024	Convertible to common stock at price of \$0.01 per share	1,650,000	Starter Investments, LLC	Loan
Convertible Note Payable-Golub/Bacon(2)	02/13/2024	\$	10,000.00	\$	10,890.41	02/13/2025	Convertible to common stock at price of \$0.01 per share	1,100,000	Steve Golub/Roanne Bacon	Loan
Convertible Note Payable-Abdallah(1)	02/16/2024	\$	100,000.00	\$	108,821.92	02/16/2025	Convertible to common stock at price of \$0.01 per share	11,000,000	Norman Abdallah	Loan
Convertible Note Payable-Abdallah(2)	02/20/2024	\$	100,000.00	\$	108,712.33	02/20/2025	Convertible to common stock at price of \$0.01 per share	11,000,000	Norman Abdallah	Loan
Convertible Note Payable-Corrado(2)	02/22/2024	\$	20,000.00	\$	21,731.51	02/22/2025	Convertible to common stock at price of \$0.01 per share	2,200,000	Sandro Corrado	Loan
Convertible Note Payable-Goncharov	03/04/2024	\$	5,000.00	\$	5,417.81	03/04/2025	Convertible to common stock at price of \$0.01 per share	550,000	Alexander Goncharov	Loan
Convert Note Payable-DW Invest (2)	03/05/2024	\$	100,000.00	-		09/09/2024	Convertible to common stock at price of \$0.01 per share	11,000,000	DW Investments	Loan
Convertible Note Payable-Martin	03/12/2024	\$	20,000.00	-		10/25/2024	Convertible to common stock at price of \$0.01 per share	2,200,000	Dan Martin	Loan
Convertible Note Payable-Chipman(3)	03/12/2024	\$	40,000.00	-		10/01/2024	Convertible to common stock at price of \$0.01 per share	4,400,000	Matthew Chipman	Loan
Convertible Note Payable-Wiggins(4)	03/14/2024	\$	40,000.00	-		10/01/2024	Convertible to common stock at price of \$0.01 per share	4,400,000	David Wiggins	Loan
Convertible Note Payable-Appleys	03/18/2024	\$	175,000.00	\$	188,952.05	03/18/2025	Convertible to common stock at price of \$0.01 per share	19,250,000	Jim Appleys	Loan
Convertible Note Payable-Wright	03/25/2024	\$	50,000.00	\$	53,890.41	03/25/2025	Convertible to common stock at price of \$0.01 per share	5,500,000	Charles Wright Trust	Loan
Convertible Note Payable-Corrado(3)	03/28/2024	\$	20,000.00	\$	21,539.73	03/28/2025	Convertible to common stock at price of \$0.01 per share	2,200,000	Sandro Corrado	Loan

Convertible Note Payable-Dan Rodgers	03/28/2024	\$	5,000.00	\$	5,384.93	03/28/2025	Convertible to common stock at price of \$0.01 per share	550,000	Daniel Rodgers	Loan
Convertible Note Payable-Fields	05/09/2024	\$	15,000.00	\$	-	07/03/2024	Convertible to common stock at price of \$0.01 per share	1,650,000	David Fields	Loan
Convertible Note Payable-Lee	05/11/2024	\$	10,000.00	\$	10,646.58	05/11/2025	Convertible to common stock at price of \$0.01 per share	1,100,000	Scott Lee	Loan
Convertible Note Payable-Wimmer(1)	05/13/2024	\$	25,000.00	\$	-	10/21/2024	Convertible to common stock at price of \$0.01 per share	2,750,000	Derek Wimmer	Loan
Convertible Note Payable-Schneider (11)	05/15/2024	\$	40,000.00	\$	42,542.47	05/15/2025	Convertible to common stock at price of \$0.01 per share	4,400,000	Patrick Schneider	Loan
Convertible Note Payable-Niemann	05/24/2024	\$	10,000.00	\$	-	06/03/2024	Convertible to common stock at price of \$0.01 per share	1,100,000	Susan Neiman	Loan
Convertible Note Payable-Fitzgerald(2)	06/03/2024	\$	25,000.00	\$	26,458.90	06/03/2025	Convertible to common stock at price of \$0.01 per share	2,750,000	Thomas Fitzgerald	Loan
Convertible Note Payable-Wimmer(2)	06/04/2024	\$	25,000.00	\$	-	10/21/2024	Convertible to common stock at price of \$0.01 per share	2,750,000	Derek Wimmer	Loan
Convertible Note Payable-Abdallah(3)	06/26/2024	\$	500,000.00	\$	526,027.40	06/26/2025	Convertible to common stock at price of \$0.01 per share	55,000,000	Norman Abdallah	Loan
Total		\$	2,400,000.00	\$	1,895,423.29			70,950,000	193,050,000	