

Smart Card Marketing Systems, Inc.

Amendment to Management Certification SMKG Certification Letter for 12/31/2024 originally published through the OTC Disclosure & News Service on [02/14/2025](#)

Explanatory Note:

following Amendment to Annual Report 2024 Yr End Dec 31, unaudited SMKG for 12/31/2024 published through the OTC Disclosure & News Service on 03/14/2025

***This coversheet was automatically generated by OTC Markets Group based on the information provided by the Company. OTC Markets Group has not reviewed the contents of this amendment and disclaims all responsibility for the information contained herein.*

Management Certification

The undersigned, on behalf of **Smartcard Marketing Systems, Inc.** ("the Company"), certifies that the information provided herein is accurate and complete to the best of the Company's knowledge.

1. The Company publishes disclosure pursuant to the following obligation (select one):

SEC REPORTING OBLIGATION:

- The Company has a reporting obligation under Section 13 or 15(d) of the Exchange Act
- The Company has a reporting obligation under Regulation A (Tier 2)
- The Company has a reporting obligation under Regulation Crowdfunding (CF)
- Other (describe) _____

EXEMPT FROM SEC REGISTRATION/NO SEC REPORTING OBLIGATION:

- The Company is exempt from SEC registration and has a reporting obligation to a U.S. Bank Regulator
- The Company is exempt from SEC Registration and is reporting under the Alternative Reporting Standard

The Company is current in its reporting obligation as indicated above.

2. Indicate below 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:

3. Indicate below whether the Company is subject to Bankruptcy or reorganization proceedings.

Yes: No:

4. The Company has a Verified Company Profile on OTCMarkets.com. **Yes**
5. The Company is duly organized and in good standing under the laws of the state or jurisdiction in which the Company is organized or does business. **Yes**
6. The Company understands and acknowledges its obligations to report company-related actions pursuant to Exchange Act Rule 10b-17 and FINRA Rule 6490. **Yes**
7. The Company understands and acknowledges its obligations to publicly disclose material information in a timely manner in accordance with applicable U.S. federal securities laws, including but not limited to Section 10(b) of the Exchange Act and Rule 10b-5 thereunder. **Yes**
8. The Company's transfer agent and its address are listed below. If the Company acts as its own transfer agent, indicate that by listing the Company and its information in the fields provided.¹

Transfer Agent:

Manhattan Transfer Registrar Company - 60 East 42nd St. Suite 1201 New York, NY 10165

¹ OTCQX and OTCQB companies are required to retain a transfer agent that participates in the Transfer Agent Verified Shares Program.

9. The Company's most recent Annual Report was prepared by:

Below is a list all 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 or, if no attorney assisted in preparing the disclosure, the person(s) who prepared the disclosure and their relationship to the Company.

Massimo Barone, CEO, Smartcard Marketing Systems, Inc.

Michele (Mike) Tasillo, CFO, Smartcard Marketing Systems, Inc.

Daniel D. Nauth, (Nauth LPC.)

Mr. Eric M. Sherb, CPA. (EMS Consulting Services)

10. The Company's Officers, Directors and 5% Control Persons are listed below:

The table below provides information regarding all officers and directors of the Company, or any person that performs a similar function, regardless of the number of shares they own. To the best of the Company's knowledge, it includes all individuals or entities beneficially owning 5% or more of any class of the issuer's equity securities. To identify holders of 5% or more, companies may obtain a recent copy of their shareholder list that includes Non-Objecting Beneficial Owners or "NOBOs." SEC Reporting companies may also research their beneficial ownership and insider transaction filings such as on Schedules 13G or 13D or on Forms 3, 4, and 5.

As of (latest practicable date): **2024-12-31**

Individual Name (First, Last) or Entity Name (Include names of control person(s) if a corporate entity)	Position/Comp any Affiliation (ex: CEO, 5% Control person)	City and State (Include Country if outside U.S.)	Number of Shares Owned (List common, preferred, warrants and options separately)	Class of Shares Owned	Percentage of Class of Shares Owned (undiluted)
Massimo Barone	CEO, Director	Laval, QC. CA	25,300,585	Common	4.98%
Michelle Tasillo	CFO, Director	Montreal, QC. CA	18,101,645	Common	3.56%
Paolo Continelli	CBDO, Director	Laval, QC. CA	12,000,000	Common	2.36%
Gina Leslie	Director	Windsor, ON. CA	0	-	-
Gary L. Repchuk	Director	Makati, Manilla, PH.	700,000	Common	0.14%
GESTION INTRAGROUP HOLDINGS INC. (C/O Mario Rosati, Shareholder)	Shareholder	Montreal, QC. CA	37,450,040	Common	7.37%
Primeline Holding HK Inc. (C/O Steve Payne / Gary Repchuk)	Shareholder	Makati, Manilla, PH.	60,000,000	Common	11.81
Variance Strategy LLC (C/O Massimo Barone & Paolo Continelli)	Shareholder	Wilmington, DE.	165,361,637	Common	32.55%

Any additional material details, including conversion terms of any class of the issuer's equity securities, are below:

None

11. The Company has Convertible Debt as detailed below:

The following is a complete list of the Company's Convertible Debt which includes all promissory notes, convertible notes, convertible debentures, or any other debt instruments convertible into a class of the issuer's equity securities. The table includes all issued or outstanding convertible debt at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this Certification.

Check this box to confirm the Company had no Convertible Debt 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 ²	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)
March 31 st 2022	250,000	297,000	May 15 th 2023	\$ 0.02 Floor	0	5,555,556	Leonite Fund LP Avi Geller	Loan

Any additional material details, including footnotes to the table are below :

None

Signature:

Name of Principal Executive Officer or Principal Financial Officer: **Massimo Barone**

Title: **CEO**

Date: **2025-03-25**

Signature: _____

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

² 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.