



Management Certification

The undersigned, on behalf of Agro Capital Management Corp ("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.
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.
6. The Company understands and acknowledges its obligations to report company-related actions pursuant to Exchange Act Rule 10b-17 and FINRA Rule 6490.
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.
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: Securities Transfer Corporation

Address: 2901 N. Dallas Parkway, Suite 380, Plano TX 75093

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: David Duarte

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.

David Duarte, consultant to the issuer.

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): 3/25/25

Individual Name (First, Last) or Entity Name (Include names of control person(s) if a corporate entity)	Position/Company 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)
Scott Benson	CEO, Owner of 5%+	Redondo Beach, CA	10,455,466	Common	18.75%
			1,000	Series A Preferred	50%
Ted Hicks	COO, Owner of 5%+	Las Vegas, NV	10,136,173	Common	18.18%
			1,000	Series A Preferred	50%
David Duarte	Consultant	Charlotte, NC	0	-	-

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

The holders of the Series A Preferred Stock are entitled to 100,000 votes per share and have no rights for conversion to Common shares and no liquidation preference.

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.)
9/12/19	\$200,000	\$100,000	10/25/19	20% discount to market at time of conversion	-	3,019,323 if converted at 20% discount to closing price on 3/21	*Andrew Davidson	Loan
9/9/19	\$100,000	\$50,500	10/22/19	20% discount to market at time of conversion	-	1,524,758 if converted at 20% discount to closing price on 3/21	*Satheesh Gunaga	Loan
3/19/21	\$75,000	\$58,250	6/19/21	Secured Promissory Note	-	-	*EROP Enterprises LLC (Vince Sbarra)	Loan
8/11/21	\$27,710	\$20,760	8/11/21	Secured Debt Agreement	-	-	*World Equity Group (Mark Lishchynsky)	Services
5/9/23	\$15,150	\$17,650	5/9/24	Lesser of .002 or 70% of lowest closing price over the prior five trading days	-	8,825,000 if converted at .002	Millwood Creek Trust (Scott Benson)	Working Capital
Total Outstanding Balance:		\$247,160	Total Shares:		13,369,081			

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

* On August 25th, 2021 in the Circuit Court of the 10th Judicial District of Polk County, Florida, EROP Enterprises LLC filed a complaint for damages against the Company, having purchased the claims of debt holders Davidson, Gunaga, and World Equity Group. On November 16th 2021, the court ordered a judgement in the amount of \$508,000 to settle the claims in favor of the plaintiffs, pursuant to Section 3(a)(10) of the Securities Act of 1933. On or around June 30th 2023, EROP returned the claims of Davidson and Gunaga back to each party to pursue on their own for their respective remaining balances. The aggregate remaining balance of the judgment at that time was \$229,510 and remains unpaid as of the date of this report.

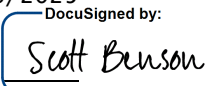
² The total number of shares that can be issued upon full conversion of the Outstanding Balance. The number should not factor any "blockers" or limitations on the percentage of outstanding shares that can be owned by the Noteholder at a particular time. For purposes of this calculation, please use the current market pricing (e.g. most recent closing price, bid, etc.) of the security if conversion is based on a variable market rate.

Signature:

Name of Principal Executive Officer or Principal Financial Officer: Scott Benson

Title: CEO

Date: 3/28/2025

Signature:  DocuSigned by:

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