

Management Certification

The undersigned, on behalf of Bio-Path Holdings, 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.
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: Equiniti Trust Company, LLC

Address: 6201 15th Avenue, Brooklyn, New York 11219

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.

William R. Rohrlich – Winstead PC

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): 12/31/2024

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)
Peter H. Nielsen	President & CEO	Katy, TX	1,292 shares of Common Stock; and 45,963 shares of Common Stock issuable upon the exercise of options	Common Stock, par value \$0.001 per share	*
Heath W. Cleaver	Director	Spring, TX	4,121 shares of Common Stock issuable upon the exercise of options	Common Stock, par value \$0.001 per share	*
Paul D. Aubert	Director	Magnolia, TX	4,101 shares of Common Stock issuable upon the exercise of options	Common Stock, par value \$0.001 per share	*
Aline B. Sherwood	Director	Irwin, PA	3,000 shares of Common	Common Stock, par	*

			Stock issuable upon the exercise of options	value \$0.001 per share	
Doug P. Morris	Director	Heber City, UT	410 shares of Common Stock ⁽¹⁾ ; and 6,158 shares of Common Stock issuable upon the exercise of options	Common Stock, par value \$0.001 per share	*

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

* Less than 1%

(1) Includes 403 shares held by Hyacinth Resources, LLC and 7 shares held by Sycamore Ventures, LLC. Mr. Morris disclaims beneficial ownership of the shares held by Sycamore Ventures, LLC except to the extent of his pecuniary interest therein.

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 (\$)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of	# 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.)

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.

		(include accrued interest)		instrument to shares)				
3/6/25	\$161,000	\$180,320	12/30/25	In the event of a default of the Note, (i) the principal and interest balance of the Note shall be increased by 150%; and (ii) the Note may be converted into shares of common stock of the Company ("Common Stock") at the sole discretion of the Lender. The conversion price shall mean the Trading Price multiplied by 65% (a 35% discount). The Trading Price shall mean the lowest closing bid price for the Common Stock during the prior ten (10) trading day period.	None	8,393,808	1800 Diagonal Lending LLC	Promissory Note

Total Outstanding Balance:

Total Shares:

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

Signature:

Name of Principal Executive Officer or Principal Financial Officer: Peter H. Nielsen

Title: President/Chief Executive Officer/Chief Financial Officer/Principal Accounting Officer/Director

Date: 3/27/25

Signature: /s/ Peter H. Nielsen

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