

Acuren Corp.

Amendment to Management Certification for 12/31/2024 originally published through the OTC Disclosure & News Service on [03/27/2025](#)

Explanatory Note:

Amended to include "control persons" in Item 10.

***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 Acuren Corporation (“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:

SEC REPORTING OBLIGATION:

- The Company has a reporting obligation under Section 13 of the Exchange Act
- The Company has a reporting obligation under Section 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 has a reporting obligation to a U.S. Bank Regulator
- The Company is reporting under the Alternative Reporting Standard and is otherwise exempt from registration and not required to file periodic reports with the SEC

2. The Company is current in its reporting obligation as indicated above.
3. 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:
4. Indicate below whether the Company is subject to Bankruptcy or reorganization proceedings.

Yes: No:
5. The Company has a Verified Company Profile on OTCMarkets.com.
6. 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.
7. The Company understands and acknowledges its obligations to report company-related actions pursuant to Exchange Act Rule 10b-17 and FINRA Rule 6490.
8. 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.
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.

Outside Counsel: Greenberg Traurig, P.A. – Brian Gavsie, Laurie Green, Flora Perez, Amanda Lowe, and Jordan Robinson
Internal Counsel: Fiona Sutherland

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..

As of (latest practicable date): 03/01/2025

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)
Mariposa Acquisiton IX, LLC	Greater than 5% holder	Miami Beach, FL	19,877,500 ⁽¹⁾	Common Stock	16.4%
			1,000,000	Series A Preferred Stock	100%
Entities Managed by Viking Global Investors LP	Greater than 5% holder	Stamford, CT	34,360,000 ⁽²⁾	Common Stock	28.3%
P3-EQ, LLC	Greater than 5% holder	Kirkland, WA	15,000,000 ⁽³⁾	Common Stock	12.3%
Entities Managed by Permian Investment Partners LP	Greater than 5% holder	Dallas, TX	8,012,000 ⁽⁴⁾	Common Stock	6.6%
Gates Capital Management	Greater than 5% holder	New York, NY	6,118,050 ⁽⁵⁾	Common Stock	5.0%
Sir Martin E. Franklin	Director	Coral Gables, FL	19,877,500 ⁽¹⁾	Common Stock	16.4%
Robert A.E. Franklin	Director	Miami Beach, FL	-	-	-
Rory Cullinan	Director	London, England, United Kingdom	62,500	Common Stock	<1%
Peter A. Hochfelder	Director	Miami, FL	-	-	-
Toni Bush	Director	Washington, DC	-	-	-
Elizabeth Meloy Hepding	Director	Cornelius, NC	-	-	-
James E. Lillie	Director	Miami Beach, FL	-	-	-
Talman Pizzey	CEO/Director	Sherwood Park, AB, Canada	400,000	Common Stock	<1%
Kristin Schultes	CFO	Edina, MN	-	-	-
Lourinda St. John	CHRO	Springboro, OH	-	-	-
Fiona Sutherland	General Counsel	Edmonton, AB, Canada	-	-	-

(1) The reported securities are held by Mariposa Acquisition IX, LLC. This amount consists of (i) 18,877,500 shares of common stock and (ii) 1,000,000 shares of common stock issuable upon conversion of Series A Preferred Stock, which are convertible at any time at the option of the holder into common stock on a one-for-one basis. Sir

Martin E. Franklin is the managing member of Mariposa Acquisition IX, LLC and as such controls 100% of the voting and dispositive power of such entity.

- (2) Based on a Form 3 filed by Viking Global Investors LP on February 14, 2025. This amount consists of (i) 11,338,800 shares of common stock held directly by Viking Global Opportunities Drawdown (Aggregator) LP (“VGODA”), which has the authority to dispose of and vote such shares, which power may be exercised by its general partner, Viking Global Opportunities Drawdown Portfolio GP LLC (“VGODP GP”), and by Viking Global Investors LP (“VGI”) which provides managerial services to VGODA, and (ii) 23,021,200 shares of common stock held directly by Viking Global Opportunities Illiquid Investments Sub-Master LP (“VGOP”), which has the authority to dispose of and vote such shares, which power may be exercised by its general partner, Viking Global Opportunities Portfolio GP LLC (“VGOP GP”), and VGI, which provides managerial services to VGOP. O. Andreas Halvorsen, David C. Ott and Rose Shabet, as Executive Committee members of (i) Viking Global Partners LLC (the general partner of VGI) and (ii) Viking Global Opportunities Parent GP LLC, the sole member of (a) Viking Global Opportunities Drawdown GP LLC (which is the sole member of VGODP GP) and (b) Viking Global Opportunities GP LLC (which is the sole member of VGOP GP), have shared authority to direct the voting and disposition of investments beneficially owned by VGI, VGODP GP and VGOP GP.
- (3) Based on a Form 3 filed by P3-EQ, LLC on February 14, 2025. Progeny 3, Inc. is the managing member of P3-EQ, LLC and has voting control over all 15,000,000 shares of common stock. Jon Hemingway is the sole shareholder of Progeny 3, Inc. and may be deemed to have beneficial ownership of the common stock held by P3-EQ, LLC.
- (4) Based on information known by the Company at the time of the filing of its Annual Report on Form 10-K. This amount consists of (i) 3,470,000 shares of common stock held directly by Permian Nautilus Master Fund LP and (ii) 4,542,000 shares of common stock held directly by Permian Master Fund LP. Permian Nautilus Master Fund LP and Permian Master Fund LP are managed directly or indirectly by Permian Investment Partners LP.
- (5) Based on a Schedule 13G filed with the SEC on February 14, 2025. This amount consists of shares of common stock held directly by certain funds (the “Gates Capital Funds”) as to which Gates Capital serves as investment manager. Gates Capital Management GP, LLC (the “General Partner”) is the general partner of Gates Capital, Gates Capital Management, Inc. (the “Corporation”) is the managing member of the General Partner and Jeffrey L. Gates serves as the President of the Corporation. Gates Capital, the General Partner, the Corporation and Mr. Gates share voting and dispositive power over all 6,118,050 shares of common stock held directly by the Gates Capital Funds.

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

See footnote 1 above.

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 ¹	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)

¹ 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.

**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: Talman Pizzey

Title: CEO

Date: 03/31/2025

Signature: /s/ Talman Pizzey

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