

Management Certification

The undersigned, on behalf of ENDI 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: Colonial Stock Transfer
Address: 7840 S. 700 E, Sandy, Utah 84070

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.

Sheppard Mullin Richter & Hampton LLP – Linda Giunta Michaelson and Lindsay Ferguson

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): April 1, 2025

Individual Name (First, Last) or Entity Name	Position/Company Affiliation	City and State (Include Country if outside U.S.)	Number of Shares Owned	Class of Shares Owned	Percentage of Class of Shares Owned (undiluted)
David Sherman	CEO, Director	Pleasantville, NY	Class A Common Stock – 2,655,050 Class B Common Stock – 1,800,000 Warrants – 2,050,000 ⁽¹⁾⁽²⁾	Class A Common Stock, Class B Common Stock, and Warrants	Class A Common Stock – 50.0% Class B Common Stock – 100.0%
Steven Kiel	Director	Livingston, TX	754,015 ⁽³⁾	Class A Common Stock	14.2%
Thomas McDonnell	Chairman	Kansas City, MO	72,881	Class A Common Stock	1.4%
Mahendra Gupta	Director	St. Louis, MO	20,500	Class A Common Stock	0.4%
Abigail Posner	Director	New York, NY	5,250	Class A Common Stock	0.2%
Alea K. Howard	CFO	Richmond, VA	10,500	Class A Common Stock	0.2%
Divya Jacob	Corporate Secretary	Pleasantville, NY	-	-	-
Cohanzick Management, LLC ⁽⁴⁾	5% Control Person	Pleasantville, NY	Class A Common Stock - 2,400,000 Class B Common Stock – 1,800,000 Warrants – 2,050,000	Class A Common Stock, Class B Common Stock, and Warrants	Class A Common Stock – 45.2% Class B Common Stock – 100.0%
The David K. Sherman 1997 Family Trust ⁽⁴⁾	5% Control Person	Glen Allen, VA	Class A Common Stock – 395,450 Class B Common Stock – 288,000 Warrants – 328,000 ⁽⁵⁾	Class A Common Stock, Class B Common Stock, and Warrants	Class A Common Stock – 7.5% Class B Common Stock – 16.0%
Arquitos Capital Offshore Master, Ltd. ⁽⁶⁾	5% Control Person	Livingston, TX	683,309	Class A Common Stock	12.9%

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

⁽¹⁾ Comprised of: (i) Beneficially owned 2,655,050 Class A Common Stock, (ii) Beneficially owned 1,800,000 Class B Common Stock, and (iii) Beneficially owned Class W-1 and Class W-2 Warrants to purchase 2,050,000 additional shares of Class A Common Stock. Of the beneficially owned 2,655,050 Class A Common Stock: (i) 20,000 securities are beneficially owned by Carole Levinson Blueweiss 2012 Trust (UAD 11/28/12). David Sherman is the Trustee of Carole Levinson Blueweiss 2012 Trust (UAD 11/28/12). (ii) 75,000 securities are beneficially owned by Cohanzick Offshore Advisors, LP. Cohanzick Offshore Management, LLC is the General Partner for Cohanzick Offshore Advisors, LP. David Sherman is the Managing Member of Cohanzick Offshore Management, LLC. (iii) 139,100 securities are beneficially owned by CohTam, LLC. Cohanzick Capital, LP is the Managing Member to CohTam, LLC. Sunnyside, LLC is the General Partner to Cohanzick Capital, LP. David Sherman is the Managing Member of Sunnyside, LLC. (iv) 20,950 securities are beneficially owned by Cohanzick High Yield Capital, LP. Sunnyside, LLC is the General Partner to Cohanzick High Yield Capital, LP. David Sherman is the Managing Member of Sunnyside, LLC. (v) Cohanzick Management, LLC ("Cohanzick") beneficially owns (i) 2,400,000 shares of the Company's Class A Common Stock, (ii) 1,800,000 shares of the Company's Class B Common Stock, (iii) a Class W-1 Warrant to purchase 1,800,000 shares of the Company's Class A Common Stock., (iv) a Class W-2 Warrant to purchase 250,000 shares of the Company's Class A Common Stock. Notwithstanding the foregoing, David Sherman is the Managing Member of Cohanzick and owns 75.9764 units (71%) of Cohanzick.

⁽²⁾ Outstanding shares of the Company's Class B Common Stock shall be redeemed by the Company on a one-for-one basis for each share of the Company's Class A Common Stock issued upon the exercise of any Class W-1 Warrant. Each Class W-1 Warrant shall be automatically exercised on a "cashless" basis if not fully exercised prior to the expiration date, or August 11, 2027. Any shares of the Company's Class B Common Stock outstanding as of the fifth anniversary of the closing of the Business Combination (as defined herein) shall be redeemed by the Company pursuant to the terms of the Stockholder Agreement (as defined herein). As such, the reporting person may not simultaneously vote both the Company's Class B Common Stock and the shares of Class A Common Stock underlying the Class W-1 Warrant at any given time. Subject to certain exceptions, each share of Class A Common Stock and each share of Class B Common Stock entitles the holder thereof to one vote per share on all matters to be voted on by the holders of the Company's Class A and Class B Common Stock. The Class B Common Stock only has voting rights and no economic rights. Accordingly, holders of the Company's Class B Common Stock are not entitled to receive any dividends or other distributions in cash, property, or shares of stock and will not be entitled to receive any assets of the Company in the event of any liquidation, dissolution or winding up of the Company's affairs.

⁽³⁾ Comprised of: (i) Beneficially owned 754,015 Class A Common Stock. Of the 754,015 Class A Common Stock, 683,309 securities are beneficially owned by Arqitos Capital Offshore Master, Ltd. and Arqitos Capital Management, LLC. Steven Kiel is the Managing Member of Arqitos Capital Offshore Master, Ltd. and Arqitos Capital Management, LLC.

⁽⁴⁾ The units of Cohanzick Management, LLC are owned as follows: David Sherman owns 75.9764 units (71%); The David K. Sherman 1997 Family Trust owns 17.1524 units (16%); and the balance of the units are owned by certain employees of Cohanzick Management, LLC and other parties. David Sherman is the Managing Member of Cohanzick Management, LLC. The address of Cohanzick Management, LLC is 427 Bedford Road, Suite 230, Pleasantville, NY 10570. Robert A. Davidow is the Trustee of The David K. Sherman 1997 Family Trust. The address of The David K. Sherman 1997 Family Trust is C/O ENDI Corp., 2400 Old Brick Rd., Suite 115, Glen Allen, VA 23060.

⁽⁵⁾ Represents indirect beneficial ownership of (i) 384,000 shares of Class A common stock, (ii) 288,000 shares of Class B common stock, and (iii) 328,000 Warrants pursuant to its ownership level of Cohanzick Management, LLC and direct beneficial ownership of an additional 11,450 shares of Class A common stock.

⁽⁶⁾ Arqitos Capital Management LLC acts in the capacity as general partner to Arqitos Capital Offshore Master, Ltd. Mr. Kiel is the Managing Member of Arqitos Capital Management LLC. Accordingly, Mr. Kiel could be deemed to have indirect beneficial ownership of such shares.

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.)

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: Alea K. Howard

Title: CFO and Principal Financial Officer

Date: 4/3/2025

Signature: /s/ Alea K. Howard
