

Ludwig Enterprises, Inc.

Amendment to Management Certification for 12/31/2024 originally published through the OTC Disclosure & News Service on [04/21/2025](#)

Explanatory Note:

Correcting Item 10 to conform with Item 12 of the Company's 10K report filed with the SEC

***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 Ludwig Enterprises, Inc. ("the Company"), certifies that the information provided herein is accurate and complete to the best of the Company's knowledge.

1. The Company is current in its disclosure obligations pursuant to the following reporting standard:

SEC Reporting Obligations

- ☒ 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 (please describe)

Other Reporting Obligations

- ☐ The Company is a U.S. bank, bank holding company, or similar financial institution exempt from SEC registration, has a reporting obligation to a U.S. Bank Regulator and follows OTC Markets' Bank Reporting requirements.
- ☐ The Company is exempt from SEC registration and is reporting under the Alternative Reporting Standard

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: Vstock Transfer,
Address: 18 Lafayette Place, Woodmere, NY 11598

¹ OTCQX, OTCQB, and OTCID companies are required to retain a transfer agent that participates in the Transfer Agent Verified Shares Program. OTCID companies that act as their own transfer agent may submit data directly to OTC Markets.

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.

Sichenzia, Ross, Ference & Carmel

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): 4/25/2025

Name of Shareholder	Number of Shares Beneficially Owned	% Beneficially Owned(1)	Effective Voting Power
Common Stock			
<i>Named Executive Officers and Directors</i>			
Jose Antonio Reyes	0	0%	
Scott J. Silverman	0	0%	
Marvin S. Hausman, M.D.	243,800,000(2)	28.30*	<i>See Note 10</i>
Officers and directors, as a group (3 persons)	243,800,000(2)	31.69%	
<i>5% Owners</i>			
Thomas Terwilliger	31,409,040(3)	3.65%	
Barranquilla Investments, LLC ⁽⁴⁾	200,000,000(5)	23.21%	
Homeopathic Partners, Inc. ⁽⁶⁾	300,000,000(7)	34.82%	
Vasaio Capital, Inc. ⁽⁸⁾	200,000,000(9)	23.21%	
Convertible Preferred Stock ⁽¹⁰⁾			
Barranquilla Investments, LLC ⁽⁴⁾	2,000,000	28.57%	
Homeopathic Partners, Inc. ⁽⁶⁾	3,000,000	42.86%	
Vasaio Capital, Inc. ⁽⁸⁾	2,000,000	28.57%	

* Less than 1%.

- (1) Based on 861,569,807 shares outstanding, which includes (a) 161,569,807 issued shares, and (b) 700,000,000 unissued shares that underlie shares of Convertible Preferred Stock convertible within 60 days of the date of this Annual Report.
- (2) 200,000,000 of these shares are unissued but underlie currently convertible shares of our Convertible Preferred Stock.
- (3) 1,175,992 of these shares are owned by Tadas Trust, James Williams, Trustee, the beneficiary of which is Mr. Terwilliger; and 102,710 of these shares are owned by Barr Irrevocable Trust, the trustee of which trust is Mr. Terwilliger.
- (4) The manager of Barranquilla Investments, LLC is Marvin S. Hausman, M.D., our Chief Executive Officer. Dr. Hausman has the sole voting and dispositive control over the shares held by Barranquilla Investments, LLC. The address of this shareholder is 1309 Coffeen Avenue, Suite 1200, Sheridan, Wyoming 82801.
- (5) These shares are unissued but underlie currently convertible shares of our Convertible Preferred Stock owned by Barranquilla Investments, LLC.
- (6) Carl Rubin is the Chief Executive Officer of Homeopathic Partners, Inc. Mr. Rubin has the sole voting and dispositive control over the shares held by Homeopathic Partners, Inc. The address of this shareholder is 2363 Arbordale Avenue, The Villages, Florida 32162.

- (7) These shares are unissued, but underlie currently convertible shares of our Convertible Preferred Stock owned by Homeopathic Partners, Inc.
- (8) Corain McGinn is the Chief Executive Officer of Vasaio Capital, Inc. Mr. McGinn has the sole voting and dispositive control over the shares held by Vasaio Capital, Inc. The address of this shareholder is 288 Grove Street, Suite 361, Braintree, Massachusetts 02184.
- (9) These shares are unissued, but underlie currently convertible shares of our Convertible Preferred Stock owned by Vasaio Capital, Inc.
- (10) Each share of Convertible Preferred Stock (a) is convertible into 100 shares of our common stock at any time and (b) has the following voting rights: each share of Convertible Preferred Stock shall vote on all matters as a class with the holders of common stock and each share of Convertible Preferred Stock shall be entitled to the number of votes equal to the “conversion rate,” or 100 votes per share.

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

Preferred shares are convertible into 100 shares of common stock per each 1 share of preferred 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.)
Mar-24	150000	150000	Apr-25	\$0.10/share	0	1,500,000	Pat Smith	Loan
Mar-24	50000	50000	Apr-25	\$0.10/share	0	500,000	Matt Dillard	Loan
Mar-24	50000	50000	Apr-25	\$0.10/share	0	500,000	Jeff Lee	Loan

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.

Apr-24	10000	10000	Apr-25	\$0.10/share	0	100,000	Jeff Freeland	Loan
Apr-24	20000	20000	Apr-25	\$0.10/share	0	200,000	Jared Dean	Loan
May-24	10000	10000	May-25	\$0.10/share	0	100,000	Jeff Dunlap	Loan
May-24	100000	100000	Jun-25	\$0.10/share	0	1,000,000	Carl LaRue	Loan
Jul-24	5000	5000	Jul-25	\$0.10/share	0	50,000	Cedric Whitehead	Loan
Jul-24	15000	15000	Jul-25	\$0.10/share	0	150,000	Jenna Gatto	Loan
Jul-24	10000	10000	Jul-25	\$0.10/share	0	100,000	Kelly Bruder	Loan
Jul-24	4000	4000	Jul-25	\$0.10/share	0	40,000	Cedric Whitehead	Loan
Jul-24	50000	50000	Jul-25	\$0.10/share	0	500,000	Allen Singer and Sara Dorison	Loan
Aug-24	10000	10000	Aug-25	\$0.10/share	0	100,000	Jenna Gatto	Loan
Nov-24	10000	10000	Nov-25	\$0.10/share	0	100,000	Manny and Kathy Lima	Loan
Nov-24	30000	30000	Nov-25	\$0.10/share	0	300,000	David Scoppa	Loan
Nov-24	54708	54708	Nov-25	\$0.10/share	0	547,080	John Dymond	Loan
Jan-25	50000	50000	Jan-26	\$0.10/share	0	500,000	Kim Farahay	Loan
Jan-25	50000	50000	Jan-26	\$0.10/share	0	500,000	Carl LaRue	Loan
Apr-25	250000	250000	Apr-26	15% discount to uplist offering price	0	2,500,000	Anthony Hu	Loan
Total Outstanding Balance		928708	Total Shares:		0	9287080		

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

Signature:

Name of Principal Executive Officer or Principal Financial Officer: Scott J. Silverman

Title: CFO

Date: 4/21/2025

Signature: /s/ Scott J. Silverman

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