

## Management Certification

The undersigned, on behalf of Xalles 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.<sup>1</sup>

Transfer Agent: VStock Transfer LLC

Address: 18 Lafayette Place, Woodmere, NY 11598

9. The Company's most recent Annual Report was prepared by:

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<sup>1</sup> OTCQX and OTCQB companies are required to retain a transfer agent that participates in the Transfer Agent Verified Shares Program.

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.

Thomas Nash, Director and CEO

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 11, 2025

<b>Individual Name (First, Last) or Entity Name (Include names of control person(s) if a corporate entity)</b>	<b>Position/Company Affiliation (ex: CEO, 5% Control person)</b>	<b>City and State (Include Country if outside U.S.)</b>	<b>Number of Shares Owned (List common, preferred, warrants and options separately)</b>	<b>Class of Shares Owned</b>	<b>Percentage of Class of Shares Owned (undiluted)</b>
Thomas W. Nash	Director, President, Chief Executive Officer, Chief Financial Officer, Secretary, Treasurer, Xalles Holdings Inc.	Milton, ON	196,400,000	Common	10.83%
			500,000	Preferred Series A	50.00%
			1,000,000	Preferred Series B	100.00%
Paul W. Erickson	Director, Xalles Holdings Inc.	Toronto, ON	12,200,000	Common	0.67%
Steven Salzer	Director, Xalles Holdings Inc.	Tampa, FL	15,000,000	Common	0.83%
Mati Baumel	Owner of more than 5% of a share class	Atlanta, GA	100,000	Common	0.006%
			500,000	Preferred Series A	50.00%
Jaydeep Shah	Owner of more than 5% of a share class	Houston TX	91,200,000	Common	5.03%

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

None.

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 <sup>2</sup>	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)
June 11, 2021	500,000	500,000	March 31, 2022	Option after default to convert at a 50% discount of market price (moving average)	0	1,666,666,666	Jaydeep Shah	Loan
September 23, 2021	25,000	25,000	January 21, 2022	Option after default to convert at a 50% discount of market price (moving average)	0	83,333,333	Stout, LLC (note 1)	Legal Services
October 19, 2022	24,000	24,000	October 19, 2023	Option after default to convert at a 50% discount of market price (moving average)	0	80,000,000	Stout, LLC (note 1)	Legal Services
November 18, 2022	90,000	39,746	November 18, 2023	Option after default to convert at a 50% discount of market price (moving average)	0	132,486,666	Janbella Group, LLC (note 2)	Loan
February 16, 2024	120,750	98,743	November 30, 2024	Option after default to convert at a 50% discount of market price (moving average)	0	329,143,333	1800 Diagonal Lending LLC (note 3)	Loan
<b>Total Outstanding Balance:</b>		687,489	<b>Total Shares:</b>		0	2,291,629,998		

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

1. Matthew Stout has voting and investment control over Stout, LLC.
2. William Alessi has voting and investment control over Janbella Group, LLC
3. Curt Kramer has voting and investment control over 1800 Diagonal Lending LLC

<sup>2</sup> 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: Thomas W. Nash

Title: CEO

Date: April 26, 2015

Signature: /s/Thomas W. Nash

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