

Management Certification

The undersigned, on behalf of GEX Management, 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: Transfer Online, Inc.

Address: 512 SE Salmon St., Portland OR 97214

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: Paul Manos, Synergia CPA, LLC. *NOTE: Neither Mr. Manos nor Synergia CPA, LLC are engaged to provide any form of audit, review or other assurance or attestation services for the Company, nor do they express or provide any opinion, report, or other form of assurance over the financial statements or any other information included in or referenced herein or in the Annual Report..*

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.

Jeff Turner, JDT Legal

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): 5/5/2025

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)
Sri Vanamali	Chairman and CEO	Los Angeles, California	800,000	Series A1 Voting Preferred	100%
Shaheed Bailey	Director	New York, New York	None	N/A	N/A

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

Common Stock – Holders of Common stock are entitled to one vote per share and do not have dividend rights.

Series A1 Voting Preferred Stock ("Series A1") – Holders of Series A1 have a 51% supermajority vote in any matter that common stockholders may vote on.

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) (1),(2)	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 ⁵	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)
<u>8/1/2018</u>	<u>\$35,000</u>	<u>\$72,493</u>	<u>4/28/2019</u>	Fixed at \$2.50 per share: Conversion price may be adjusted downward if future issuance is lower	-	<u>724,925,224</u>	TFK Investments, LLC <u>Chad Friend</u>	<u>Loan</u>
<u>8/29/2018</u>	<u>\$112,750</u>	<u>\$175,329</u>	<u>5/29/2019</u>	Lesser of (i) Lowest trade price in previous 25 days on OTC Pink, OTCQB, or other applicable market or (ii) "Variable Conversion Price" - 58% x avg last 2 lowest trade prices in 25 previous trading days; Conversion price may be adjusted downward if future issuance is lower	<u>66,294</u> (6)	<u>1,753,286,839</u>	Auctus Fund, LLC <u>Lou Posner</u>	<u>Loan</u>
<u>4/16/2019</u>	<u>\$38,500</u>	<u>\$74,515</u>	<u>4/16/2020</u>	Fixed at \$2.50 per share for first 180 days. After 180 days, converts at lesser of (i) Closing price of previous trading day, or (ii) 65% of lowest sale price in last 25 days; Conversion price may be adjusted downward if future issuance is lower (3),(4)	-	-	Crown Bridge Partners, LLC <u>Soheil Ahdoot, Sepas Ahdoot</u>	<u>Loan</u>

⁵ 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.

<u>5/18/2021</u>	<u>\$88,000</u>	<u>\$141,354</u>	<u>5/18/2022</u>	Fixed at \$0.0035 per share; Conversion price may be adjusted downward if future issuance is lower	:	<u>1,413,544,608</u>	<u>Jefferson Street Capital LLC</u> <u>Brian Goldberg</u>	<u>Loan</u>
<u>6/9/2021</u>	<u>\$88,000</u>	<u>\$1,712</u>	<u>6/9/2022</u>	Fixed at \$0.0035 per share; Conversion price may be adjusted downward if future issuance is lower	<u>26,600,000</u>	<u>17,118,630</u>	<u>Firstfire Global Opportunities Fund, LLC</u> <u>Eli Fireman</u>	<u>Loan</u>
<u>6/25/2021</u>	<u>\$110,000</u>	<u>\$106,043</u>	<u>6/25/2022</u>	Fixed at \$0.0035 per share; Conversion price may be adjusted downward if future issuance is lower	<u>922,119,916</u>	<u>1,060,433,304</u>	<u>GS Capital Partners, LLC</u> <u>Gabe Sayegh</u>	<u>Loan</u>
<u>7/28/2021</u>	<u>\$600,000</u>	<u>\$443,550</u>	<u>7/6/2022</u>	Fixed at \$0.0035 per share; Conversion price may be adjusted downward if future issuance is lower	<u>44,700,000</u>	<u>4,435,500,000</u>	<u>KinerjaPay Corp.</u> <u>Edwin Ng</u>	<u>Loan arising from settlement and compromise of previous advances to GEX</u>
<u>8/6/2021</u>	<u>\$110,000</u>	<u>\$107,283</u>	<u>8/6/2022</u>	Fixed at \$0.0035 per share (3)	<u>12,252,798</u>	<u>30,652,358</u>	<u>Robele Corp.</u> <u>Joseph Harazmus</u>	<u>Loan</u>
<u>8/9/2021</u>	<u>\$333,333</u>	<u>\$545,263</u>	<u>8/9/2022</u>	Fixed at \$0.0035 per share; Conversion price may be adjusted downward if future issuance is lower	<u>79,587,859</u>	<u>5,452,625,445</u>	<u>Leonite Fund 1, LP</u> <u>Avi Geller</u>	<u>Loan</u>
<u>8/9/2021</u>	<u>\$137,500</u>	<u>\$58,394</u>	<u>8/9/2022</u>	Fixed at \$0.0035 per share; Conversion price may be adjusted downward if future issuance is lower	<u>41,749,205</u>	<u>583,942,540</u>	<u>Jefferson Street Capital LLC</u> <u>Brian Goldberg</u>	<u>Loan</u>
<u>8/10/2021</u>	<u>\$200,000</u>	<u>\$321,188</u>	<u>8/10/2022</u>	Fixed at \$0.0035 per share; Conversion price may be adjusted downward if future issuance is lower	:	<u>3,211,883,491</u>	<u>Firstfire Global Opportunities Fund, LLC</u> <u>Eli Fireman</u>	<u>Loan</u>
<u>8/20/2021</u>	<u>\$100,000</u>	<u>\$198,589</u>	<u>8/20/2022</u>	Fixed at \$0.0035 per share (3)	:	<u>56,739,603</u>	<u>LLG Financial, LLC</u> <u>Lara George</u>	<u>Loan</u>
<u>8/20/2021</u>	<u>\$100,000</u>	<u>\$198,589</u>	<u>8/20/2022</u>	Fixed at \$0.0035 per share; Conversion price may be adjusted downward if future issuance is lower (3)	:	<u>1,985,886,071</u>	<u>Andy Gulati</u>	<u>Loan</u>
<u>8/20/2021</u>	<u>\$100,000</u>	<u>\$27,668</u>	<u>8/20/2022</u>	Fixed at \$0.0035 per share; Conversion price may be adjusted downward if future issuance is lower	<u>25,210,711</u>	<u>276,680,912</u>	<u>AES Capital Management, LLC</u> <u>Eli Safdieh</u>	<u>Loan</u>

<u>9/1/2021</u>	<u>\$55,000</u>	<u>\$84,949</u>	<u>9/1/2022</u>	Fixed at \$0.0035 per share; Conversion price may be adjusted downward if future issuance is lower (3)	:	<u>849,485,261</u>	<u>Bezelei Partners, LLC</u> <u>David Stefansky</u>	<u>Loan</u>
<u>9/1/2021</u>	<u>\$27,500</u>	<u>\$42,474</u>	<u>9/1/2022</u>	Fixed at \$0.0035 per share; Conversion price may be adjusted downward if future issuance is lower (3)	:	<u>424,742,631</u>	<u>Tobin S. Smith</u>	<u>Loan</u>
<u>9/1/2021</u>	<u>\$27,500</u>	<u>\$42,474</u>	<u>9/1/2022</u>	Fixed at \$0.0035 per share (3)	:	<u>12,135,504</u>	<u>Corbran, LLC</u> <u>Richard Rosenblum</u>	<u>Loan</u>
<u>9/1/2021</u>	<u>\$27,500</u>	<u>\$3,091</u>	<u>9/1/2022</u>	Fixed at \$0.0035 per share; Conversion price may be adjusted downward if future issuance is lower (3)	<u>7,857,143</u>	<u>30,911,949</u>	<u>Besinger Enterprises</u> <u>Chris Besinger</u>	<u>Loan</u>
<u>9/2/2021</u>	<u>\$155,000</u>	<u>\$17,498</u>	<u>9/2/2022</u>	Fixed at \$0.0035 per share; Conversion price may be adjusted downward if future issuance is lower (5)	<u>188,798,927</u>	:	<u>BHP Capital NY, Inc.</u> <u>Bryan Pantofel</u>	<u>Loan</u>
<u>9/7/2021</u>	<u>\$34,500</u>	<u>\$53,216</u>	<u>9/7/2022</u>	Fixed at \$0.0035 per share (3)	:	<u>15,204,647</u>	<u>Manny Singh</u>	<u>Loan</u>
<u>9/9/2021</u>	<u>\$11,000</u>	<u>\$16,960</u>	<u>9/9/2022</u>	Fixed at \$0.0035 per share; Conversion price may be adjusted downward if future issuance is lower (3)	:	<u>169,601,032</u>	<u>Andy Gulati</u>	<u>Loan</u>
<u>11/10/2021</u>	<u>\$137,500</u>	<u>\$362,130</u>	<u>11/10/2022</u>	Fixed at \$0.05 per share; Conversion price may be adjusted downward if future issuance is lower (3)	<u>56,570,512</u>	<u>3,621,303,387</u>	<u>Jefferson Street Capital LLC</u> <u>Brian Goldberg</u>	<u>Loan</u>
<u>11/19/2021</u>	<u>\$136,000</u>	<u>\$196,845</u>	<u>11/19/2022</u>	Fixed at \$0.0035 per share; Conversion price may be adjusted downward if future issuance is lower (5)	<u>43,076,923</u>	:	<u>BHP Capital NY, Inc.</u> <u>Bryan Pantofel</u>	<u>Loan</u>
<u>12/23/2021</u>	<u>\$130,000</u>	<u>\$192,588</u>	<u>12/23/2022</u>	Fixed at \$0.0035 per share (3)	:	<u>55,025,055</u>	<u>Dais Analytic Corporation</u> <u>Timothy N. Tangredi</u>	<u>Loan</u>
<u>4/10/2024</u>	<u>\$18,500</u>	<u>\$22,647</u>	<u>4/10/2024</u>	Fixed at \$0.0001 per share; Conversion price may be adjusted downward if future issuance is lower (3)	:	<u>226,474,794</u>	<u>GS Capital Partners, LLC</u> <u>Gabe Sayegh</u>	<u>Loan</u>

<u>3/26/2024</u>	<u>\$18,500</u>	<u>\$22,784</u>	<u>3/26/2024</u>	<u>Fixed at \$0.0001 per share:</u> <u>Conversion price may be adjusted downward if future issuance is lower</u>	<u>:</u>	<u>227,842,739</u>	<u>Firstfire Global Opportunities Fund, LLC</u> <u>Eli Fireman</u>	<u>Loan</u>
<u>3/26/2024</u>	<u>\$18,500</u>	<u>\$22,784</u>	<u>3/26/2024</u>	<u>Fixed at \$0.0001 per share:</u> <u>Conversion price may be adjusted downward if future issuance is lower</u>	<u>:</u>	<u>227,842,739</u>	<u>GS Capital Partners, LLC</u> <u>Gabe Savegh</u>	<u>Loan</u>
<u>3/27/2024</u>	<u>\$18,500</u>	<u>\$22,775</u>	<u>3/27/2024</u>	<u>Fixed at \$0.0001 per share:</u> <u>Conversion price may be adjusted downward if future issuance is lower</u>	<u>:</u>	<u>227,749,297</u>	<u>Leonite Fund 1, LP</u> <u>Avi Geller</u>	<u>Loan</u>
Total Outstanding Balance:		<u>\$3,575,186</u>	Total Shares:		<u>1,448,590,288</u>	<u>27,091,538,060</u>		

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

- (1) As of December 31, 2024.
- (2) Includes principal, accrued interest and other adjustments to the note's balance.
- (3) The Company's current management ascertained that this convertible note was outstanding and did not find any evidence of repayment. However, current management was unable to obtain sufficient documentation and complete information setting forth the terms of this note. Accordingly, management has estimated, accounted for, and disclosed the presumed terms of this note based on the terms of other notes issued around the time of this note's estimated issuance.
- (4) On August 2, 2022, the SEC announced a settlement with this noteholder, resulting in the surrender of conversion rights on outstanding convertible notes.
- (5) On June 16, 2023, the SEC announced a settlement with this noteholder, resulting in the surrender of conversion rights on outstanding convertible notes.

Signature:

Name of Principal Executive Officer or Principal Financial Officer: Sri Vanamali

Title: Chairman and CEO

Date: 5/5/2025

Signature: /s/Sri Vanamali

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