

Management Certification

The undersigned, on behalf of **Code Green Apparel Corp.** ("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: Pacific Stock Transfer Co.
Address: 6725 Via Austi Pkwy, Suite 300, Las Vegas, Nevada 89119

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.

Eric Newlan, Esquire, Newlan Law Firm, PLLC, Outside Counsel of the Company.

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 28, 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)
Logan W. Rice	CEO, Director, 5% Control Person	Dripping Springs, Texas	-0-	Common Stock	0%
			1,000	Series A Preferred Stock	100%
			33,334	Series C Preferred Stock	33.34%
Greg Bachrach	Director, Chief Executive Officer, 5% Control Person	Houston, Texas	-0-	Common Stock	0%
			36,280	Series F Preferred Stock	36.28%
Brian Snyder	Director, Chief Strategic Officer, 5% Control Person	Phoenix, Arizona	-0-	Common Stock	0%
			36,530	Series F Preferred Stock	36.53%
Linrick Industries, LLC (Linda S. Rice)	5% Control Person	Maple Grove, Minnesota	33,333	Series C Preferred Stock	33.335
Partnership Holdings, LLC (Christina Bass as Conservator)	5% Control Person	Racine, Wisconsin	33,333	Series C Preferred Stock	33.33%
			15,000	Series D Preferred Stock	15.00%

The Linda Sue Rice Living Trust (Linda S. Rice)	5% Control Person	Maple Grove, Minnesota	50,000	Series D%Preferred Stock	50.00%
ULP Investments, LLC (Michael Johander)	5% Control Person	Excelsior, Minnesota	21,000	Series D Preferred Stock	21.00%
Bristol Cheese, LLC (Christina Bass as Conservator)	5% Control Person	Racine, Wisconsin	14,000	Series D Preferred Stock	14.00%

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

Series A Preferred Stock

The holders of the Series A Preferred Stock shall, as a class, have rights in all matters requiring shareholder approval to a number of votes equal to two (2) times the sum of: (a) the total number of shares of common stock which are issued and outstanding at the time of any election or vote by the shareholders; plus (b) the number of votes allocated to shares of Preferred Stock issued and outstanding of any other class that shall have voting rights. The Series A Preferred Stock may, as a class, be converted into the number of shares of the Company's common stock which equals 9.108% of the total number of shares of common stock which are issued and outstanding at the time of conversion.

Series C Preferred Stock

Each share of Series C Preferred Stock has one (1) vote in all matters requiring shareholder approval. The Series C Preferred Stock may, as a class, be converted into the number of shares of the Company's common stock which equals 8.095% of the total number of shares of common stock which are issued and outstanding at the time of conversion.

Series D Preferred Stock

Each share of Series D Preferred Stock has one (1) vote in all matters requiring shareholder approval. The Series D Preferred Stock may, as a class, be converted into the number of shares of the Company's common stock which equals 17.202% of the total number of shares of common stock which are issued and outstanding at the time of conversion.

Series F Preferred Stock

Each share of Series F Preferred Stock has one (1) vote in all matters requiring shareholder approval. The Series F Preferred Stock may, as a class, be converted into the number of shares of the Company's common stock which equals 42.50% of the total number of shares of common stock which are issued and outstanding at the time of conversion.

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 ⁵	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)
3/13/2023	\$192,403.33	192,403.33	3/13/2024	Convertible at any time; conversion price equal to: (a) 75% of lowest trading price during 20 days prior to subject notice of conversion; or (b) offering price of qualified Offering Statement on Form 1-A	548,588,933	375,000,000	More Capital Partners, L.P. (Michael Wruck)	Loan
3/3/2023	\$150,000.00	\$75,000	3/3/2024	Convertible any time; conversion price equal to offering price of qualified Offering Statement on Form 1-A	-0-	-0-	George J. Powell, III	Loan
6/5/2017	\$150,000.00	\$150,000	3/5/2018	Convertible at any time; conversion price equal to 58% of lowest trading price during 20 days prior to subject notice of conversion	285,159,000	250,000,000	Auctus Fund, LLC (Lou Posner)	Loan
2017	\$541,000.00	\$541,000.00	2018	Not convertible (represents all amounts owed under six separate notes)	-0-	5,410,000,000	Adar Bays, LLC (Arye Goldstein)	Loan
3/31/2023	\$230,000.00	\$230,000.00	3/31/2027	No conversion unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion	-0-	657,142,857	More Capital Partners, L.P. (Michael Wruck)	Loan
3/31/2023	\$115,000.00	\$115,000.00	3/31/2027	No conversion unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion	-0-	328,571,429	Partnership Holdings, LLC (Christina Bass as Conservator)	Loan
4/14/2023	\$402,500.00	\$402,500.00	4/14/2027	No conversion unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion		1,150,000,000	The Linda Sue Rice Living Trust (Linda S. Rice)	Loan

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.

4/26/2023	\$105,500.00	\$105,500.00	4/26/2027	No conversion unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion	-0-	301,428,571	More Capital Partners, L.P. (Michael Wruck)	Loan
5/1/2023	\$287,500.00	\$287,500.00	5/1/2027	No conversion unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion	-0-	821,428,571	ULP Investments, LLC (Michael Johander)	Loan
5/12/2023	\$230,000.00	\$230,000.00	5/12/2027	No conversion unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion	-0-	657,142,857	James W. Hoeschler Revocable Trust of 2004 (James W. Hoeschler)	Loan
6/13/2023	\$264,500.00	\$264,500.00	6/13/2027	No conversion unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion	-0-	755,714,286	More Capital Partners, L.P. (Michael Wruck)	Loan
6/23/2023	\$115,000.00	\$115,000.00	6/23/2027	No conversion unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion	-0-	328,571,429	James W. Hoeschler Revocable Trust of 2004 (James W. Hoeschler)	Loan
9/5/2023	\$64,400.00	\$64,400.00	9/5/2027	No conversion unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion	-0-	184,000,000	The Linda Sue Rice Living Trust (Linda S. Rice)	Loan
11/5/2023	\$150,000.00	\$150,000.00	1/15/2027	No conversion unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion	-0-	428,571,429	The Linda Sue Rice Living Trust (Linda S. Rice)	Loan

11/5/2023	\$300,000.00	\$300,000.00	11/5/2027	No conversion unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion	-0-	857,142,857	Partnership Holdings, LLC (Christina Bass as Conservator)	Loan
1/17/2024	\$100,000.00	\$100,000.00	1/17/2028	No conversion unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion	-0-	285,714,286	ULP Investments, LLC (Michael Johander)	Loan

Total Outstanding Balance: \$3,322,803.33 **Total Shares:** 833,747,933 12,970,428,572

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

None.

[SIGNATURE PAGE FOLLOWS]

[Signature Page to Management Certification]

Signature:

Name of Principal Executive Officer or Principal Financial Officer: **Greg Bachrach**

Title: **Chief Executive Officer**

Date: **May 8, 2025**

Signature: **/s/ Greg Bachrach**

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