

## Management Certification

The undersigned, on behalf of CBD of Denver, 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:

### SEC REPORTING OBLIGATION:

- ☐ The Company has a reporting obligation under Section 13 of the Exchange Act  
☐ The Company has a reporting obligation under Section 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 has a reporting obligation to a U.S. Bank Regulator  
☒ The Company is reporting under the Alternative Reporting Standard and is otherwise exempt from registration and not required to file periodic reports with the SEC

2. The Company is current in its reporting obligation as indicated above.
3. 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: ☒

4. Indicate below whether the Company is subject to Bankruptcy or reorganization proceedings.

Yes: ☐ No: ☒

5. The Company has a Verified Company Profile on OTCMarkets.com.
6. 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.
7. The Company understands and acknowledges its obligations to report company-related actions pursuant to Exchange Act Rule 10b-17 and FINRA Rule 6490.
8. 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.
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.

**Jan Schwager**  
**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..

As of (latest practicable date): 03/25/2025

<b>Individual Name</b> (First, Last) or <b>Entity Name</b> (Include names of control person(s) if a corporate entity)	<b>Position/Company Affiliation</b> (ex: CEO, 5% Control person)	<b>City and State</b> (Include Country if outside U.S.)	<b>Number of Shares Owned</b> (List common, preferred, warrants and options separately)	<b>Class of Shares Owned</b>	<b>Percentage of Class of Shares Owned</b> (undiluted)
<u>Jan Schwager</u>	<u>CEO/Director</u>	<u>Zurich, Switzerland</u>	none	-	-
<u>Robert Roever</u>	<u>Director</u>	<u>New York, NY</u>	<u>34,000,000</u>  <u>1</u>  <u>5,000</u>	<u>Common</u>  <u>Series D</u> <u>Preferred</u> <u>Series E</u> <u>Preferred</u> <u>(1)</u>	<u>Less than</u> <u>1%</u>  <u>100%</u>  <u>50%</u>
<u>GBII Partners Inc. (2)</u>	<u>5% Holder</u>	<u>Zurich, Switzerland</u>	9,349,724	<u>Series C</u> <u>Preferred</u>	<u>Pascal</u> <u>Siegenthaler</u>

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

1. The Series E Preferred Shares are subject to vesting upon the achievement of certain milestones.
2. GBII Partners Inc. is not a control person or affiliate of the Company. GBII acquired the Series C Preferred shares in exchange for Series A Preferred Shares that it received pursuant to execution on a pledge agreement with Swiss Industry Ventures AG. The Series C Preferred Shares are subject to a conversion limitation of 9.9% of common.

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>5</sup>	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)
<u>March 8, 2023</u>	<u>\$730,234</u>	<u>\$788,338</u>	<u>04/30/26</u>	<u>the average of the lowest intraday trading prices during the 20 (twenty) days prior to the day that the Holder requests conversion.</u>	0	7,883,380,000	<u>Capitoline Ventures II LLC</u>  <u>Robert Roever</u>	<u>Loan memorializing advances from 2020 through 2022</u>
<u>March 8, 2023</u>	<u>\$69,000</u>	<u>\$81,484</u>	<u>04/30/26</u>	<u>the average of the lowest intraday trading prices during the 20 (twenty) days prior to the day that the Holder requests conversion.</u>	0	814,840,000	<u>Pascal Siegenthaler</u>	<u>Loan memorializing advances from 2021 through 2022</u>

Total Outstanding Balance:

Total Shares:

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

N/A

<sup>5</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: **Jan Schwager**

Title: CEO

Date: 03/25/2025

Signature: /s/ Jan Schwager

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