

## Management Certification

The undersigned, on behalf of DNA Brands, Inc., 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.<sup>1</sup>

Transfer Agent: Equiniti Shareholder Services

Address: 1110 Centre Pointe Curve, Suite 101 Mendota Heights MN 55120

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<sup>1</sup> 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.

Larry Ditkoff  
  
Firm: Frondeur Partners, LLC  
  
Relation: Consultant

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): 5/1/2025

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)
James P. Canouse	CEO	Alpharetta, GA	503,407,500	Common A	5.24%
			355,000	Preferred F	71%

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

Series F Preferred Share have a 75,000 for 1 voting rights designation

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	<a href="#"># of Potential Shares to be Issued Upon Conversion</a>	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)
5/18/13	150,000	377,507	5/18/14	50% Discount	-	7,550,136,986	Tom Rutherford	Loan
6/8/13	50,000	84,718	6/8/14	50% Discount	-	1,694,356,164	Chris Carleo	Loan
6/14/13	15,000	45,000	6/14/14	50% Discount	-	900,000,000	Jerry Nelson	Loan
6/14/13	10,000	16,934	6/14/14	50% Discount	-	338,673,973	Harry Grimm	Loan
1/14/14	25,000	46,940	1/14/15	60% Discount	-	782,328,767	Darren Marks	Back Salary
1/14/14	50,000	93,879	1/14/15	60% Discount	-	1,564,657,534	Melvin Leiner	Back Salary
3/14/14	110,000	122,556	1/14/15	50% Discount	12,589,478	2,451,123,288	Iconic Holdings-Michael	Loan
5/2/14	37,500	69,522	5/2/15	50% Discount	-	1,158,698,630	LG Capital - Eli Allen	Loan
1/14/16	25,000	42,940	1/14/17	60% Discount	-	715,662,100	Darren Marks	Salary
1/14/16	50,000	85,879	1/14/17	60% Discount	-	1,431,324,201	Melvin Leiner	Salary
2/1/16	106,632	182,729	2/1/17	60% Discount	-	3,045,487,825	Melvin Leiner	Salary
2/1/16	30,000	51,409	2/1/17	50% Discount	-	856,821,918	Andrew Telsey	Salary
2/1/16	70,500	120,812	2/1/17	60% Discount	-	2,013,531,507	Darren Marks	Salary
11/24/17	4,000	12,000	11/29/18	50% Discount	-	200,000,000	Fred Rosen	Loan
11/30/17	5,000	15,000	11/30/18	50% Discount	-	300,000,000	Doug Engers	Loan
12/4/17	5,000	15,000	12/4/18	50% Discount	-	300,000,000	Joe Gibson	Loan
12/13/17	10,000	30,000	12/13/18	50% Discount	-	600,000,000	Romich Trust- Barry Romich	Loan
12/15/17	100,000	122,247	12/15/18	65% Discount	-	2,222,665,006	Kerry Goodman	Loan
8/13/18	50,000	88,334	8/13/19	50% Discount	-	1,472,237,443	B A Romich Trust- Barry Romich	Loan
8/13/18	50,000	50,000	8/13/19	50% Discount	-	1,000,000,000	Romich Foundation- Barry Romich	Charitable donation
11/18/18	100,000	148,986	11/18/19	50% Discount	-	2,979,726,027	Tom Rutherford	Loan
5/7/19	30,000	43,578	5/7/20	50% Discount	-	871,561,644	Tom Rutherford	Loan
10/3/19	10,000	14,593	10/3/20	50% Discount	-	291,863,014	Tom Rutherford	Loan
2/8/21	7,500	8,961	1/0/00	50% Discount	-	179,219,178	Dr. Jan Ehrenwerth	Loan to Company
12/31/21	249,772	315,397	12/31/22	50% Discount	-	6,307,940,537	JP Carey Ltd. Joseph Canouse	Assigned from PBDC/Adrain



12/30/21	383,626	484,512	Various (7) Set 50% Discount	-	9,690,240,905	PBDC LLC/ Adrain Pastor	Back Salary Employment Agreement
1/1/22	100,000	124,000	1/1/23 30% Discount	-	1,771,428,571	James Canouse	
3/21/22	89,359	175,618	3/21/24 50% Discount	-	3,512,356,857	Anvil Financial/Jeffrey Canouse	Purchase from Heidi Michitsch
3/21/22	89,359	134,391	3/21/24 50% Discount	-	2,687,827,621	JP Carey Ltd. Joseph Canouse	Purchase from Heidi Michitsch
3/31/22	50,000	61,025	3/31/23 30% Discount	-	871,780,822	James Canouse	Back salary
6/30/22	50,000	60,027	6/30/23 30% Discount	-	857,534,247	James Canouse	Back salary
6/30/22	4,750	5,703	4/30/23 30% Discount	-	81,465,753	Jahoco, LLC/ James Canouse	Expenses Paid
7/28/22	55,000	68,032	7/28/23 0.0002	-	340,158,048	Trillium Partners/ Steven Hicks	Loan
7/28/22	55,000	68,032	7/28/23 0.0002	-	340,158,048	JP Carey Ltd. Joseph Canouse	Loan
9/30/22	2,558	3,019	9/30/23 30% Discount	-	43,134,588	Jahoco, LLC/ James Canouse	Expenses Paid
9/30/22	50,000	59,019	9/30/23 30% Discount	-	843,131,115	James Canouse	Back salary
9/30/22	25,000	29,510	9/30/23 30% Discount	-	421,565,558	JP Carey Ltd. Joseph Canouse	Loan
11/23/22	15,000	17,528	11/23/23 30% Discount	-	250,403,131	JP Carey Ltd. Joseph Canouse	Loan
12/31/22	10,650	12,356	12/31/23 30% Discount	-	176,519,061	Jahoco, LLC/ James Canouse	Expenses Paid
12/31/22	50,000	58,011	12/31/23 30% Discount	-	828,727,984	James Canouse	Back salary
3/31/23	50,000	57,025	3/31/24 30% Discount	-	814,637,965	James Canouse	Back salary
3/31/23	15,000	17,107	11/23/23 30% Discount	-	244,391,389	JP Carey Ltd. Joseph Canouse	Loan
4/26/23	11,000	13,224	4/26/24 50% Discount	-	264,482,192	Trillium Partners/ Steven Hicks	Loan
4/26/23	11,000	13,224	4/26/24 50% Discount	-	264,482,192	JP Carey Ltd. Joseph Canouse	Loan
6/30/23	50,000	56,027	6/30/24 30% Discount	-	800,391,389	James Canouse	Back salary
8/15/23	10,000	11,105	8/15/24 30% Discount	-	158,637,965	JP Carey Ltd. Joseph Canouse	Loan
9/21/23	4,400	5,076	9/21/24 50% Discount	-	101,511,014	Trillium Partners/ Steven Hicks	Loan
9/21/23	4,400	5,076	9/21/24 50% Discount	-	101,511,014	JP Carey Ltd. Joseph Canouse	Loan
9/30/23	50,000	55,019	9/30/24 30% Discount	-	785,988,258	James P Canouse	Back salary
10/1/23	12,000	13,803	10/1/24 50% Discount	-	276,059,178	Frondeur Partners,/ William Gonyer	Consulting
11/1/23	12,000	13,681	11/1/24 50% Discount	-	273,613,151	Frondeur Partners,/ William Gonyer	Consulting

12/1/23	12,000	13,562	12/1/24 50% Discount	-	271,246,027	Frondeur Partners,/ William Gonyer	Consulting
12/31/23	50,000	54,011	9/30/24 30% Discount	-	771,585,127	James P Canouse	Loan
1/1/24	12,000	13,440	10/1/24 50% Discount	-	268,800,000	Frondeur Partners,/ William Gonyer	Consulting
2/1/24	12,000	13,318	11/1/24 50% Discount	-	266,353,973	Frondeur Partners,/ William Gonyer	Consulting
3/1/24	12,000	13,203	12/1/24 50% Discount	-	264,065,753	Frondeur Partners,/ William Gonyer	Consulting
3/31/24	50,000	53,014	9/30/24 30% Discount	-	757,338,552	James P Canouse	Back salary
6/30/24	50,000	52,016	9/30/24 30% Discount	-	743,091,977	James P Canouse	Consulting
4/11/24	12,000	13,302	4/11/25 50% Discount	-	266,038,356	JP Carey Ltd. Joseph Canouse	Loan
9/30/24	50,000	51,008	9/30/25 30% Discount	-	728,688,845	James P Canouse	Back salary
12/30/24	50,000	50,000	12/30/25 30% Discount	-	714,285,714	James P Canouse	Back salary

**Total debt** **\$4,152,945.20** **Total shares** **73,081,648,084**

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

## **\_ Loans payable**

The composition of loans payable (Convertible Notes Payable Exhibit A ) up to December 31, 2024, are as follows:

In June 2013, the Company entered into a loan agreement with Beverage LLC and received gross proceeds of \$265,000. In accordance with ACS 810- 10-55, the Company considered its relationship with, and the terms of its interest in, Beverage LLC and determined that it was a VIE that should be consolidated into its financial statements. The Company's involvement with Beverage LLC is that it served as an entity to obtain inventory financing for DNA.

As of December 31, 2013 and December 2012 the amounts included in the consolidated liabilities, which are reported in loans payable (before discount) total \$530,000 and \$-0- respectively, relating to Beverage LLC. The loans payable bear interest at a rate of 6% per annum and are scheduled to be repaid to the lenders in equal installments of 66.67% of the original principal on September 30, 2013, December 31, 2013 and March 31, 2014. The aggregate value of the repayment installments totals \$530,000 plus interest and penalties. September and December installment payments were not made. The loan is in default and the default interest rate of 10% per annum.

In February 2011, the Company issued a convertible debenture to an existing shareholder in the amount of \$500,000. The debenture bears interest at 12% per annum and carries an annual transaction fee of \$30,000, of which both are payable in quarterly installments commencing in May 2011. These costs are recorded as interest expenses in the Company's financial statements. In addition, as further inducement for loaning the Company funds, the Company issued 125,000 restricted shares of its common stock to the holder upon execution. The common shares were valued at \$31,250, their fair

market value, and recorded as a discount to the debenture. These costs will be amortized using the effective interest method over the term of the debenture and recorded as interest expense in the Company's financial statements.

In June 2011, the Company issued a convertible debenture to an existing shareholder in the amount of \$125,000. The debenture bears interest at 12% per annum, which is payable in the Company's common stock at the time of maturity. The debenture is convertible at any time prior to maturity into 150,000 shares of the Company's common stock. This beneficial conversion feature was valued at \$90,750, using Black-Scholes methodology, and recorded as a discount to the debenture. These costs will be amortized using the effective interest method over the term of the debenture and recorded as interest expense in the Company's financial statements.

In July and August 2011, the Company issued a series of secured convertible debentures to accredited investors aggregating \$275,000 in gross proceeds. All proceeds from these debentures are to be utilized solely for the purpose of funding raw materials and inventory purchases through the use of an escrow agent. The debentures bear interest at 12% per annum, payable in monthly installments. The debentures are convertible at any time prior to maturity at a conversion

price equal to 80% of the average share price of the Company's common stock for the 10 previous trading days prior to conversion, but not less than \$0.70. In addition, as further inducement for loaning the Company funds, the Company issued the lenders 68,750 restricted shares of its common stock and 137,500 common stock warrants exercisable at \$1.25 per share. As a result, the Company had to allocate fair market value to each the beneficial conversion feature, restricted shares and warrants. The common shares were valued at \$30,938, their fair market value. The Company determined the fair market value of the warrants as \$94,255 using the Black-Scholes valuation model. Since the combined fair market value allocated to the warrants and beneficial conversion feature cannot exceed the convertible debenture amount, the beneficial conversion feature was valued at \$149,807, the ceiling of its intrinsic value. These costs will be amortized using the effective interest method over the term of the debenture and recorded as interest expense in the Company's financial statements.

In February 2012, the Company issued a convertible debenture to an existing shareholder in the amount of \$75,000. The debenture bears interest at 12% per annum, which is payable in the Company's common stock at the time of maturity. The debenture is convertible at any time prior to maturity into 280,000 shares of the Company's common stock. As further inducement, the Company issued the lender 280,000 common stock warrants exercisable at \$1.50 per share. If unexercised, the warrants will expire on January 31, 2017. Using the Black-Scholes model, the warrants were valued at \$63,620 and recorded as a discount to the principal amount of the debenture. This discount is amortized using the effective interest method over the term of the debenture and recorded as interest expense in the Company's financial statements.

In February and June 2012, the Company converted \$524,950 of its loans payable to officers into convertible debentures. These debentures were offered by the Company's officers to certain accredited investors and a majority portion of the



proceeds therefrom were deposited with the Company. The debentures had no maturity date and bear no interest. Therefore these debentures were payable on demand and were originally classified as a current liability. The debentures were convertible at any time into 3,499,667 shares, or \$0.15 per share of common stock. The Company determined that these terms created a beneficial conversion feature. Using the Black-Scholes model, the beneficial conversion feature was valued at \$524,950, the ceiling of its intrinsic value. Due to the nature of the debentures, the full value of the beneficial conversion feature was immediately recorded as interest expense in the Company's financial statements. In August 2012, these convertible debentures were converted into 3,499,666 shares of the Company's common stock.

On April 9, 2012, the Company executed an Investment Banking and Advisory Agreement with Charles Morgan Securities, Inc., New York, NY ("CMI"), wherein CMI agreed to provide consulting, strategic business planning,

financing on a "best efforts" basis and investor and public relations services, as well as to assist the Company in its efforts to raise capital through the issuance of debt or equity. The agreement provided for CMI to engage in two separate private offerings with the initial private placement offering up to \$3.0 million and the second private placement offering up to an additional \$3.0 million; each on a "best efforts" basis. In connection with this agreement the Company issued 750,000 shares valued at \$0.25 per share or a total value of \$187,500. This amount was fully amortized in the Company's financial statements. In July, the Company received proceeds from convertible debentures totaling \$182,668 in connection with the CMI agreement. The debentures bear interest at 12% per annum, which is payable in cash or the Company's common stock at the time of conversion or maturity. The debentures are convertible at any time prior to maturity at a conversion price equal to the lesser of 75% of the average share price of the Company's common stock for the five previous trading days prior to conversion or \$0.35, but not less than \$0.15. In the event that the Company offers or issues shares of its common stock at a share price less than \$0.15, the floor conversion price will adjust to the new lower price. The Company determined that the terms of the debentures created a beneficial conversion feature. Using the Black-Scholes model, the beneficial conversion feature was valued at \$160,813 and recorded as a discount to the principal amount of the debentures. The discount is amortized using the effective interest method over the term of the debenture and recorded as interest expense in the Company's financial statements.

On August 7, 2012, the Company issued a convertible debenture in the amount of \$50,000. The debenture does not bear interest. As an inducement, the Company agreed to issue the lender 20,000 shares of its common stock. The common shares were valued at their trading price on the date of the agreement and recorded as interest expense in the Company's results of operations. The Company determined that the terms of the debenture created a beneficial conversion feature. Using the Black-Scholes model, the beneficial conversion feature was valued at \$50,000, the ceiling of its intrinsic value, and recorded as a discount to the principal amount of the debenture. The discount is amortized using the effective interest method over the term of the debenture and recorded as interest expense in the Company's financial statements. During the second quarter of 2013, the conversion terms of this note were modified and the note was converted into 1,500,000 shares of common stock.

On September 25, 2012, the Company issued a convertible debenture in the amount of \$50,000. The debenture bears interest at 6% per annum, which is payable in the Company's common stock at the time of conversion or maturity. The debenture is convertible at any time prior to maturity at a conversion price equal to 70% of the lowest closing bid price of the Company's common stock on the four previous trading days prior to and day of conversion, but not less than \$0.0001. The Company determined that the terms of the debenture created a beneficial conversion feature. Using the Black-Scholes model, the beneficial conversion feature was valued at \$50,000, the ceiling of its intrinsic value, and recorded as a discount to the principal amount of the debenture. The discount is amortized using the effective interest method over the term of the debenture and recorded as interest expense in the Company's financial statements. During the second quarter of 2013, the lender converted \$23,000 of principal into 919,403 shares of common stock in accordance with the conversion terms of the debenture.

On November 1, 2012, the Company issued a convertible debenture in the amount of \$80,000. The debenture bears interest at 12% per annum, which is payable in the Company's common stock at the time of conversion or maturity. The debenture is convertible at any time prior to maturity at a conversion price equal to 70% of the average closing bid price of the Company's common stock on the 30 previous trading days prior to the day of conversion. The Company determined that the terms of the debenture created a beneficial conversion feature. Using the Black-Scholes model, the beneficial conversion feature was valued at \$56,286, the ceiling of its intrinsic value, and recorded as a discount to the principal amount of the debenture. The discount is amortized using the effective interest method over the term of the debenture and recorded as interest expense in the Company's financial statements.

During the second quarter of 2013, the Company recorded \$65,000 in gross proceeds from the issuance of three convertible debentures. The debentures bear interest at 12% per annum, which is payable in cash at the time of maturity. The debentures are convertible at any time prior to maturity into 216,667 shares of the Company's common stock. As further inducement, the Company issued the lenders 216,667 common stock warrants exercisable at \$1.50 per share. If unexercised, the warrants will expire on February 28, 2017. Using the Black-Scholes model, the warrants were valued at \$69,455 and recorded as a discount up to the principal amount of the debentures. This discount is amortized using the effective interest method over the term of the debenture and recorded as interest expense in the Company's financial statements. As of December 31, 2013, two of the debentures totaling \$35,000 in principal value were converted into 316,667 shares of common stock. Some of the original conversion terms were modified prior to the notes' conversions. The remaining \$30,000 debenture is in default, as its maturity date was April 25, 2013.

On September 17, 2013, the Company issued a convertible debenture in the amount of \$50,000. The debenture bears interest at 6% per annum, which is payable in the Company's common stock at the time of conversion or maturity. The debenture is convertible at any time prior to maturity at a conversion price equal to 70% of the lowest closing bid price of

the Company's common stock on the four previous trading days prior to and day of conversion, but not less than \$0.0001. The Company determined that the terms of the debenture created a beneficial conversion feature. Using the Black-Scholes model, the beneficial conversion feature was valued at \$50,000, the ceiling of its intrinsic value, and recorded as a discount to the principal amount of the debenture. The discount is amortized using the effective interest method over the term of the debenture and recorded as interest expense in the Company's financial statements.

On October 31, 2013, the Company issued a convertible debenture in the amount of \$204,000. The debenture bears interest at 18% per annum, which is payable in the Company's common stock at the time of conversion or maturity. The debenture is convertible at any time prior to maturity at a conversion price equal to 50% of the lowest closing bid price of the Company's common stock on the twenty previous trading days prior to and day of conversion. The Company determined that the terms of the debenture created a beneficial conversion feature. Using the Black-Scholes model, the beneficial conversion feature was valued at \$204,000, the ceiling of its intrinsic value, and recorded as a discount to the principal amount of the debenture. The discount is amortized using the effective interest method over the term of the debenture and recorded as interest expense in the Company's financial statements.

On November 6, 2013, the Company issued a convertible debenture in the amount of \$53,000. The debenture bears interest at 8% per annum, which is payable in the Company's common stock at the time of conversion or maturity. The debenture is convertible at any time prior to maturity at a conversion price equal to 58% of the average of the 3 lowest share closing bid prices of the Company's common stock on the ten previous trading days prior to and day of conversion. The Company determined that the terms of the debenture created a beneficial conversion feature. Using the Black-Scholes model, the beneficial conversion feature was valued at \$48,533, its intrinsic value, and recorded as a discount to the principal amount of the debenture. The discount is amortized using the effective interest method over the term of the debenture and recorded as interest expense in the Company's financial statements.

On November 6, 2013, the Company issued a convertible debenture in the amount of \$125,000. The debenture bears interest at 10% per annum, which is payable in the Company's common stock at the time of conversion or maturity. The debenture is convertible at any time prior to maturity at a conversion price equal to 50% of the lowest share closing bid price of the Company's common stock on the twenty previous trading days prior to and day of conversion. The Company determined that the terms of the debenture created a beneficial conversion feature. Using the Black-Scholes model, the beneficial conversion feature was valued at \$125,000, the ceiling of its intrinsic value, and recorded as a discount to the principal amount of the debenture. The discount is amortized using the effective interest method over the term of the debenture and recorded as interest expense in the Company's financial statements.

On November 6, 2013, the Company issued a convertible debenture in the amount of \$80,000. The debenture bears no interest and is payable in the Company's common stock at the time of conversion or maturity. The debenture is convertible at any time prior to maturity at a conversion price equal to 50% of the average share closing bid price of the Company's

common stock on the thirty previous trading days prior to and day of conversion. The Company determined that the terms of the debenture created a beneficial conversion feature. Using the Black-Scholes model, the beneficial conversion feature was valued at \$80,000, the ceiling of its intrinsic value, and recorded as a discount to the principal amount of the debenture. The discount is amortized using the effective interest method over the term of the debenture and recorded as interest expense in the Company's financial statements.

On November 21, 2013, the Company issued a convertible debenture in the amount of \$100,000. The debenture bears interest at 12% per annum, which is payable in the Company's common stock at the time of conversion or maturity. The debenture is convertible at any time prior to maturity at a conversion price equal to 50% of the lowest share intra-day price of the Company's common stock on the ten previous trading days prior to and day of conversion. The Company determined that the terms of the debenture created a beneficial conversion feature. Using the Black-Scholes model, the beneficial conversion feature was valued at \$100,000, the ceiling of its intrinsic value, and recorded as a discount to the principal amount of the debenture. The discount is amortized using the effective interest method over the term of the debenture and recorded as interest expense in the Company's financial statements.

April 22 2014 the company issued a 1 year convertible debenture of \$77,500, maturing April 22 2015, to Tidepool Ventures Inc. Bearing 10% interest per annum. This note has a Conversion factor of 45% of market price. Market price is calculated by the average of the lowest Bid price for the trailing ten business days to the market. (Representing a 55% discount to market price). This note was sold to World Market Ventures LLC and converted into common stock and satisfied as paid in full.

April 22 2014 the company issued a 1 year maturity convertible debenture of \$110,000 to Iconic Holding LLC. Bearing 5% interest per annum, maturing April 22 2015. This note has a Conversion factor of 50% of market price. Market price is calculated by the average of the lowest Bid price for the trailing ten business days. (Representing a 50% discount to market price). \$32,250 Was converted into Common stock for 2016. This note is in default.

May 2 2014, the company issued a 1 year convertible debenture to LG Capital funding LLC of \$37,500 maturing May 2 2015. Bearing 8% annual interest. This note has a conversion factor of 50% of market price. Market price is calculated by taking the average of the lowest Bid price for the trailing ten business days. (Representing a 50% discount to market price). This note is in default.

June 10 2014 the company issued a 1 year maturity convertible debenture of \$75,000 to Coventry Enterprises LLC bearing 8% interest per annum maturing June 10th 2015. This note has a conversion factor of 60% of market price. Market price is calculated by taking the average of the lowest Bid price for the trailing ten business days. (Representing a 40% discount to market price). This note is in default. \$63K, was converted into Common stock for the year 2016. (THIS LOAN HAS BEEN PAID IN FULL, THROUGH EQUITY CONVERSIONS ).

Oct 7 2014 , the Company issued a 1 year Convertible Debenture to Coventry Enterprises LLC for \$30,000. Bearing 8% per annum. Maturing Oct 7 2015. This note has a Conversion ratio with a 50% of market price. Market price is Calculated by taking the average of the lowest Bid price for the trailing ten business days. (Representing a 50% discount to market price). This note is in default. (THIS LOAN HAS BEEN PAID IN FULL, THROUGH EQUITY CONVERSIONS ).

Jan 14 2016 the company issued a convertible debenture to Darren Marks for \$25,000 bearing 8% interest per annum. Maturing Jan 14 2015. This note has a Conversion factor of 40% of market price. Market price is calculated by the average of the lowest bid price of the trailing 5 business days (Representing a 60% discount to market). This note is in default.

Jan 14 2016 the company issued a convertible debenture to Darren Marks for \$50,000 bearing 8% interest per annum. Maturing Jan 14 2015. This note has a Conversion factor of 40% of market price. Market price is calculated by taking the average of the lowest bid price of the trailing 5 business days. (Representing a 60% discount to market price ). This note is in default.

Jan 14 2016 the company issued a convertible debenture to Melvin Leiner for \$50,000 bearing 8% interest per annum. Maturing Jan 14 2017 . This note has a Conversion factor of 40% of market price. Market price is calculated by taking the average of the lowest bid price of the trailing 5 business days. (Representing a 60% discount to market price ). This note is in default.

Feb 1 2016 the company issued a convertible debenture to Andrew Telsey for \$30,000, bearing 8% Interest per annum. Maturing Feb 1 2017. This note has a conversion of 60% of market value. Market price is calculated by taking the average of the lowest bid price of the trailing 5 business days. ( Representing a 40% discount to market price ). This Note is in default.

Feb 1 2016, the Company issued a convertible Note to Darren Marks for \$70,500, bearing 8% interest per annum. Maturing Feb 1 2017. This note has a conversion factor of 40% of market price. Market price is calculated by taking the average of the lowest bid price of the trailing 5 business days. (Representing a 60% discount to market Price ). This Note is in default.

Feb 1 2016, the Company issued a convertible Note to Melvin Leiner for \$106,632.70, bearing 8% interest, with a conversion ratio, of 60% market price. Maturing Feb 1 2017. Market price is calculated by taking the average of the lowest bid price of the trailing 5 business days. Discount to market. (Representing a 60% discount to market price). This Note is in default.

April 16 2016 the company issued a convertible debenture to Tidepool Ventures group for \$10,000 bearing 5% interest per annum. Maturing April 16 2017. This note has a conversion ratio of 45% of market price. Market price is calculated by taking the average of the lowest bid price of the trailing 5 business days. . (Representing a 55% discount to market.). This note is in default.

April 26 2016 the company issued a convertible debenture to Iconic Holdings LLC for \$25,000 bearing 10% interest per annum Maturing April 26 2017. This note has a conversion ratio of 50% of market price. Market price is calculated by taking the average of the lowest bid price of the trailing 5 business days.(Representing a 50% discount to market price). This note is in default.

Sept 7, 2016 the company issued a convertible debenture to Dr. Rutherford for \$20,000 Bearing 5% interest per annum. Maturing September 7 2017. This note has a conversion of 50% discount of market price. Market price is calculated by taking the average of the lowest bid price of the trailing 5 business days. (Representing a 50% discount to market price ).This note is in default

Feb 1st 2017 Company issued a Convertible debenture to CEO Adrian McKenzie or his company PBDC LLC for Eighty Nine Thousand Dollars.(\$89,000). Bearing 9.875% interest for Annual Back Salary and Annual Bonus for 2016.

March 31st 2017 the company issued a convertible note to CEO Adrian McKenzie or his company PBDC LLC for Eight thousand dollars (\$8,000), bearing 9.875% interest for Back Salaries for the months of February and March 2017.

May 21st 2017 Company issued a convertible Promissory Note to Heidi Michitsch for One Hundred Thousand Dollars, bearing 9.875% interest (\$100K).

June 30th 2017 company issued a convertible debenture to CEO Adrian McKenzie or his company PBDC LLC in the amount of Six Thousand Dollars (\$6,000), bearing 9.875% interest , for back salary for Q2, 2017 (This note was converted into stock at par value)

November 24th 2017 the company issued a convertible debenture to Mr. Fred Rosen for Four Thousand Dollars (\$4,000), for funds loaned to the company.

On November 25th 2017 the Company issued a Convertible Note for Twenty Thousand Dollars USD (\$20,000) Dr. Thomas Rutherford, for funds loaned to the company

On Nov 29th 2017 company issued a Convertible Promissory Note. to Mr. Joseph Gibson, for Five Thousand Dollars USD (\$5,000) USD

On or about November 30th 2017 issued a Convertible Promissory Note to Dr. Doug Engers Five Thousand USD (\$5K) for funds loaned to the Company

On or about December 13th 2017 the company issued a Convertible Promissory Note to Barry Romich of Ten Thousand dollars USD (\$10,000), for funds loaned to the company

On or about December 15th 2017 the company issued a Convertible Promissory Note to Mr. Kerry Goodman for One hundred Thousand Dollars USD (\$100K, \$50K cashed late December, \$50K cashed early February).

On or about December 31st 2017 the company issued a Convertible promissory Note payable to Ms. Heidi Michitsch of Six thousand Dollars USD (\$6K) for Back Salaries Due, Q4 2017.

On Dec 31st 2017 the Company issued a Convertible promissory Note to CEO Adrian P. McKenzie or his company PBDC LLC in the Amount of Thirty One Thousand, two hundred and Eighty USD (\$31,280). This Promissory Note covers monies loaned to the company for the Token Talk Acquisition and Back Salaries owed to Mr. McKenzie over the given time period.

On or about March 31st 2018 the company issued a Convertible promissory note to CEO Adrian P. McKenzie, for Eleven thousand Five Hundred USD (\$11,500) or his company PBDC LLC for back salaries owed.

On or about June 30th 2018/ company issued a Convertible note in the amount of Twenty Six Thousand Five Hundred dollars USD (\$26,500) to CEO Adrian P. McKenzie or his company PBDC LLC, for back salaries owed.

On or about August 13th 2018, the company issued a Convertible Note of Fifty Thousand Dollars USD in exchange for Fifty Thousand Dollar USD (\$50,000) Loan to the Company, to the BA Romich Trust.

On or about August 13th 2018, the Company issued a Convertible note in the amount of Fifty Thousand Dollars USD (\$50,000) as a Charitable donation to the Romich Foundation

On or about September 30th 2018 the company issued a Convertible note in the amount of Thirty Thousand Dollars(\$30,000) to Adrian P. McKenzie or his company PBDC LLC, for back salaries owed.

On or November 18th 2018, The company issued a convertible promissory Note to Dr. Thomas Rutherford for One Hundred Thousand Dollars USD (\$100,000), for funds loaned to the company.

On or about December 31st 2018 the company issued a Convertible note in the amount of Twenty One Thousand Dollars (\$21,000) to Adrian P McKenzie or his company PBDC LLC, for back salaries owed

On or about November 5th 2018 the company issued Five hundred Thousand Shares (500K) to Adrian McKenzie dba PBDC LLC.

On or about Feb 7 2019 company converted \$40K worth of common stock to World Market Ventures LLC from a \$20K Convertible Promissory note dated Sept 7 2016 payable to Dr. Thomas Rutherford

On or about March 5th 2019 company issued 885K shares of common stock to Mr. Kerry Goodman for a Promissory note conversion

March 31, 2019 the company issued a 8.75% Convertible Promissory note payable to CEO Adrian McKenzie/ his company PBDC LLC, in the amount of \$23,500, for backpay for Q1 2019

On April 16 2019 the company issued CEO Adrian Mckenzie 80 Million common shares in exchange for settlement agreement of convertible debt owed from March 31, 2017.

On or about May 6th 2019 the company issued a Convertible Promissory Note (8.75% interest), to Dr. Thomas Rutherford, in the amount of Thirty Thousand Dollars (\$30,000), for funds loaned to the company

On or about May 15th 2019 the company issued 4 million shares of common stock to Mr. Kerry Goodman for a \$25K promissory note conversion .

April 23 2019, issued 9,100,000, shares to GPL Ventures, option purchase of Rutherford Note

May 9 2019 Issued 1,000,000 to World Market Ventures LLC, Purchase from Rutherford(\$20K note Purchase at a discount)

On or about May 15th 2019 the company issued 4 million shares of common stock to Mr. Kerry Goodman for a \$25K promissory note conversion .

July 10 2019 - Company issued a convertible promissory Note to GPL Ventures for a \$1500 loan

August 22 2019- company issued Convertible Promissory note to GPL Ventures for a \$2500 loan

September 30 2019 Company issued a Convertible Note to Adrian McKenzie or his company PBDC LLC in the amount of \$37,500, for Back salaries owed for Q3 2019, as per employment agreement.



October 3 2019-Company issued a convertible promissory note to Tom Rutherford for Ten thousand dollars (\$10,000)USD

December 31 2019 - Company issued a promissory note of Thirty Two thousand Five Hundred dollars (\$32,500) to PBDC LLC for back salaries owed

Jan 4 2020- Company issued 600,000,000 shares of common stock to CEO Adrian McKenzie for the retirement of Convertible note dated (June 30th 2017, \$6K @ par value \$0.00001), that was owed to him in lieu of salary.

Jan 4 2020 company issued 14,444,444 free trading shares to Mr. Kerry Goodman, on a partial debt conversion

Jan 30th the company issued 25,000,000 Free trading shares at (\$0.0008)to GPL Ventures. Said shares were purchased directly from the Companies Qualified Reg A offering, in exchange for \$20,000.

March 3rd 2020 company issued a convertible promissory note to GPL Ventures in the amount of \$5500, as monies loaned to the company

March 31 2020 the company issued a Convertible Note in the amount of \$37,500 to Adrian McKenzie dba PBDC LLC, back salary owed

June 30th 2020, company issued a Convertible Note, in the amount of \$33,350 to Adrian McKenzie-Patasar dba PBDC LLC, back salary owed.

7/10/2020- Company issued a Convertible note in the amount of \$150,000 to Youngs Marsh LLC, for digital content creation. (AS OF THE DATE OF THIS REPORT, THIS CONTRACT HAS BEEN CANCELED DUE TO NON PERFORMANCE).

September 30 2020, company issued a convertible note, in the amount of \$17,500, to Adrian McKenzie-Patasar or his company PBDC LLC, for Back salaries owed for Q3, 2020.

On or about December 3rd 2020, company issued a convertible note to GPL Ventures in the amount \$7500

December 31 2020 company issued a 8.75% Convertible note to CEO Adrian McKenzie-Patasar in the amount of \$35,000 for back Salaries owed for Q4

February 8th 2021- Company issued a \$7500 convertible promissory Note the Dr. Jan Ehrenwerth bearing 5% annual interest, Maturing Feb 8 2022.

March /31/ 2021 Company issued a convertible promissory Note to CEO Adrian McKenzie-Patasar/ PBDC LLC, in the amount of \$22,500, for back salaries owed for Q1 2021

June 30 2021-company issued a Convertible promissory Note to CEO Adrian McKenzie-Patasar/ PBDC LLC in the amount of \$15,000, for back salaries owed for Q2 2021

Sept 30 2021- Company issued \$25,000 Promissory note to Adrian McKenzie/ PBDC LLC , for back salary owed Q3/21

December 31, 2021/21 – Company issued an 8.75 Convertible Note to J.P. Carey Limited Partners in the amount of \$249,772.00. This note was sold/assigned and “Re-Issued” to J.P. Carey Limited Partners from Adrian McKenzie as follows:

This Note is reissued to the Holder to amend, re-state and combine PBDC all rights, title and ownership of seven (7) convertible promissory notes: (i) note dated September 7, 2016 in the principal amount of \$20,000.00 (“September 2016 Note”); (ii) note dated March 31, 2018 in the principal amount of \$11,500.00 (“March 2018 Note”); (iii) note dated September 30, 2018 in the principal amount of \$30,000.00 (“September 2018 Note”); (iv) note dated March 31, 2019 in the principal amount of \$23,500.00 (“March 2019 Note”); (v) note dated June 30, 2019 in the principal amount of \$20,000.00 (“June 2019 Note”); (vi) note dated September 30, 2019 in the principal amount of \$37,500.00 (“September 2019 Note”); (vii) note dated December 31, 2019 in the principal amount of \$32,500.00 (“December 2019 Note”).

12/31/21- Company issued an 8.75% Convertible Promissory note to Outgoing CEO Adrian McKenzie-Patasar/ PBDC LLC. in the amount of \$383,626.29, For Accrued backpay.



{This Note is reissued to the Holder to amend, re-state and combine seven (7) convertible promissory notes of the Company in favor of the Holder: (i) note dated February 1, 2017 in the principal amount of \$89,000.00; (ii) note dated December 31, 2017 in the principal amount of \$31,280.00; (iii) note dated June 30, 2018 in the principal amount of \$26,500.00; (iv) note dated December 31, 2018 in the principal amount of \$21,000.00; (v) note dated March 31, 2020 in the principal amount of \$37,500.00; (vi) note dated June 30, 2020 in the principal amount of \$33,500.00; (vii) note dated September 20, 2020 in the principal amount of \$17,500.00; (viii) note dated December 31, 2020 in the principal amount of 35,000.00; (ix) note dated March 31, 2021 in the principal amount of \$22,500.00 (of which \$9,151.37 in principal remains outstanding), plus accrued interest thereon. The Notes are being restated for ease of administration and without any additional consideration. }

12/31/21- Outgoing CEO Adrian McKenzie-Patasar appointed James Canouse as NEW CEO as of January,1 2022. At close of Business December 31 Adrian McKenzie-Patasar voluntarily resigned from the company.

January 1, 2022 Company issued a convertible promissory Note to CEO James Canouse, in the amount of \$100,000 as incentive to take over as CEO of the Company.

March 31, 2022 Company issued a convertible promissory Note to CEO James Canouse in the amount of \$50,000, for accrued but unpaid salary for period of 1/1/2022 through 3/31/2022

March 31, 2022 Company issued a convertible promissory Note to Jahoco, LLC, in the amount of \$9,960 for expenses paid on behalf of the Company.

June 25, 2022 Company issued a convertible promissory Note to CEO James Canouse in the amount of \$50,000, for accrued but unpaid salary for period of 4/1/2022 through 6/30/2022.

June 35, 2022 Company issued a convertible promissory Note to Jahoco, LLC, in the amount of \$4,570 for expenses paid on behalf of the Company.

July 29, 2022 Company issued a convertible promissory Note to Trillium Partners LP in the Principal amount of \$55,000, as monies loaned to the Company, which include 25,000,000 7 year warrants exercisable at \$0.002

July 29, 2022 Company issued a convertible promissory Note to JP Carey Limited Partners, LLC in the Principal amount of \$55,000, as monies loaned to the Company, which include 25,000,000 7 year warrants exercisable at \$0.002

September 31, 2022 Company issued a convertible promissory Note to Jahoco, LLC, in the amount of \$2558 for expenses paid on behalf of the Company.

September 31, 2022 Company issued a convertible promissory Note to CEO James Canouse in the amount of \$50,000, for accrued but unpaid salary for period of 6/30/2022 through 9/30/2022

October 1, 2022 Company issued a convertible promissory Note to JP Carey Limited Partners, LLC, in the amount of \$25,000 as a loan to the Company.

November 23, 2022 Company issued a convertible promissory Note to JP Carey Limited Partners, LLC, in the amount of \$15,000 as a loan to the Company.

December 31, 2022 Company issued a convertible promissory Note to Jahoco, LLC, in the amount of \$10,650 for expenses paid on behalf of the Company.

December 31, 2022 Company issued a convertible promissory Note to James P. Canouse, in the amount of \$50,000 for accrued but unpaid salary for period of 09/31/2022 through 12/31/2022.

March 10, 2023 Company issued a convertible promissory Note to JP Carey Limited Partners, LLC, in the amount of \$15,000 as a loan to the Company.

March 31, 2023, Company issued a convertible promissory Note to James P. Canouse, in the amount of \$50,000 for accrued but unpaid salary for period of 1/1/2023 through 3/31/2023

April 26, 2023 Company issued a convertible promissory Note to Trillium Partners LP in the Principal amount of \$11,000, as monies loaned to the Company which include 5,000,000 7 year warrants exercisable at \$0.002

April 26, 2023 Company issued a convertible promissory Note to JP Carey Limited Partners, LLC in the Principal amount of \$11,000, as monies loaned to the Company, which include 5,000,000 7 year warrants exercisable at \$0.002

June 12, 2023 Company received a letter from a former debtor, GPL Ventures stating that by order of the SEC in a case captioned SEC v. GPL Ventures et al., 21 Civ. 6814 (S.D.N.Y.) that GP: Ventures surrenders its convertible notes held by DNA Brands, Inc.

June 30, 2023, Company issued a convertible promissory Note to James P. Canouse, in the amount of \$50,000 for accrued but unpaid salary for period of 4/1/2023 through 6/30/2023

August 15, 2023 Company issued a convertible promissory Note to JP Carey Limited Partners, LLC in the Principal amount of \$10,000, as monies loaned to the Company.

September 21, 2023 Company issued a convertible promissory Note to Trillium Partners LP in the Principal amount of \$4,400, in exchange for \$4,000 monies loaned to the Company.

September 21, 2023 Company issued a convertible promissory Note to JP Carey Limited Partners, LLC in the Principal amount of \$4,400, in exchange for \$4,000 as monies loaned to the Company.

September 30, 2023, Company issued a convertible promissory Note to James P. Canouse, in the amount of \$50,000 for accrued but unpaid salary for period of 07/01/2023 through 09/30/2023

December 31, 2023, Company issued a convertible promissory Note to James P. Canouse, in the amount of \$50,000 for accrued but unpaid salary for period of 09/30/2023 through 12/31/2023

October 1, 2023, Company issued a convertible promissory Note to Frondeur Partners, LLC, in the amount of \$12,000 for consulting services.

November 1, 2023, Company issued a convertible promissory Note to Frondeur Partners, LLC, in the amount of \$12,000 for consulting services.

December 1, 2023, Company issued a convertible promissory Note to Frondeur Partners, LLC, in the amount of \$12,000 for consulting services.

March 31, 2024, Company issued a convertible promissory Note to James P. Canouse, in the amount of \$50,000 for accrued but unpaid salary for period of 12/31/2023 thru March 31, 2024

January 1, 2024, Company issued a convertible promissory Note to Frondeur Partners, LLC, in the amount of \$12,000 for consulting services.

February 28, 2024, Company issued a convertible promissory Note to Frondeur Partners, LLC, in the amount of \$12,000 for consulting services.

March 31, 2024, Company issued a convertible promissory Note to Frondeur Partners, LLC, in the amount of \$12,000 for consulting services.

April 11, 2024 Company issued a convertible promissory Note to JP Carey Limited Partners, LLC in the Principal amount of \$12,000, in exchange for \$10,000 as monies loaned to the Company.

June 30, 2024, Company issued a convertible promissory Note to James P. Canouse, in the amount of \$50,000 for accrued but unpaid salary for period of 4/1/2024 thru June 30, 2024.

September 30, 2024, Company issued a convertible promissory Note to James P. Canouse, in the amount of \$50,000 for accrued but unpaid salary for period of June 30, 2024 thru September 30, 2024

December 31, 2024, Company issued a convertible promissory Note to James P. Canouse, in the amount of \$50,000 for accrued but unpaid salary for period of June 30, 2024 thru September 30, 2024

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**Signature:**

Name of Principal Executive Officer or Principal Financial Officer: James P. Canouse

Title: CEO

Date: 5/13/2025

Signature: "/s/ [James P. Canouse]"