

Management Certification

The undersigned, on behalf of Beyond Commerce, 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.¹

Transfer Agent: Colonial Stock Transfer
Address: 7840 S 700 E, Sandy, UT 84070

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

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.

Peter Stazzone, CFO

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): 5/15/25

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)
The 2GP Group	CEO	Boca Raton, FL	206,2499	Preferred Series A	82.5%
Geordan Pursglove	CEO	Boca Raton, FL	45	Preferred Series B	88.2%
Peter Stazzone	CFO	Chandler, AZ	267,805,748 6	Common Preferred Series B	2% 11.8%
Danielle Garfield	Corporate Secretary	Boca Raton, FL	0	N/A	N/A
Fiona Oakley	-	Newport Beach, CA	1,556,632 43,750	Common Preferred Series A	17.5%

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

Applicable percentage ownership is based on shares of common stock outstanding 249.9999 shares of Series A Preferred Stock, 51 shares of Series B Preferred Stock and 608,585 shares of Series C Preferred Stock issued and outstanding as of December 31, 2024. Under Rule 13d-3, a beneficial owner of a security includes any person who, directly or indirectly, through any contract, arrangement, understanding, relationship, or otherwise has or shares: (i) voting power, which includes the power to vote, or to direct the voting of shares; and (ii) investment power, which includes the power to dispose or direct the disposition of shares. Certain shares may be deemed to be beneficially owned by more than one person (if, for example, persons share the power to vote or the power to dispose of the shares). In addition, shares are deemed to be beneficially owned by a person if the person has the right to acquire the shares (for example, upon exercise of an option) within 60 days of the date as of which the information is provided. In computing the percentage ownership of any person, the amount of shares outstanding is deemed to include the number of shares beneficially owned by such person (and only such person) by reason of these acquisition rights. As a result, the

percentage of outstanding shares of any person as shown in this table does not necessarily reflect the person's actual ownership or voting power with respect to the number of shares of common stock actually outstanding as of December 31, 2024.

As of March 31, 2025, we have 249.9999 shares of Series A Preferred Stock issued and outstanding, each entitled to 3,000,000 votes per share, 51 shares of Series B Preferred Stock and 608,585 shares of Series C Preferred Stock issued and outstanding. Each share of Series A Preferred Stock is convertible into one million shares of common stock. Each one (1) share of the Series B Preferred Stock shall have voting rights equal to (x) 0.019607 multiplied by the total number of votes of issued and outstanding shares of stock of the Company eligible to vote at the time of the respective vote (the "Numerator"), divided by (y) 0.49, minus (z) the Numerator. Each share of Series C Preferred Stock is convertible into 100,000 shares of common stock and has voting rights on an as-converted basis, provided that the shareholder is prohibited from converting into a number of shares of common stock that exceeds 9.99% of the issued and outstanding common stock.

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 ²	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)
11/27/18	250,000	112,259	8/27/2019	60% of the <u>lowest trading price of common stock for 25 trading days prior to conversion</u>	0	2,259,610,500	Auctus Fund LLC Lou Posner	Loan
7/19/21	1,500,000	1,350,000	7/19/2022	100% of the <u>average closing price of the Company's common stock for the five trading days immediately preceding the date of such conversion</u>	375,000,000	8,437,500,000	Geordan Pursglove	Accrued Payroll
4/1/2022	1,200,000	1,200,000	4/1/2023	<u>All or any portion of the then outstanding balance of the Note into shares</u>	0	4,000,000,000	Discover Growth Fund	Loan

² 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>of the common stock of the Company at a price per share equal to the closing bid price on March 31, 2022 of \$0.0003.</u>			John Kirkland	
Total Outstanding Balance:	2,662,259		Total Shares:	375,000,000	14,697,110,500			

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

On November 27, 2018, the Company received funding in conjunction with a convertible promissory note and a security purchase agreement dated November 27, 2018, in the amount of \$250,000. The lender was Auctus Fund LLC. The notes have a maturity

of August 27, 2019 and interest rate of 12% per annum and are convertible at a price of 60% of the lowest trading price on the primary trading market on which the Company's Common Stock is then listed for the twenty-five (25) trading days immediately prior to conversion. Additionally, if the stock price falls below par value, additional shares will be issued at the lower conversion rate so that stocks continue to be issued at par value. The note may be prepaid but carries a penalty in association with the remittance amount, as there is an accretion component to satisfy the note with cash. The Company is currently negotiating an extension with the noteholder as it is currently past due. As a result of a default provision, the interest rate has increased to 24% and additional principal was added in the amount of \$15,000. As of December 31, 2024 and December 31, 2023, the outstanding balance with accrued interest was \$219,226 and \$199,019, respectively

On December 31, 2019, the Company entered into a securities purchase agreement (the "Securities Purchase Agreement") with TCA Special Situations Credit Strategies ICAV, an Irish collective asset vehicle (the "Buyer" or "TCA ICAV"), and TCA Beyond Commerce, LLC, a Wyoming limited liability company ("TCA Beyond Commerce"), pursuant to which the Buyer purchased from the Company a senior secured redeemable debenture having an initial principal amount of \$900,000 and an interest rate of 16% per annum (the "Initial Debenture").

The Initial Debenture, and any future debentures that may be purchased by Buyer pursuant to the Securities Purchase Agreement (the "Additional Debentures"), is secured through an unconditional and continuing security interest in all of the assets and properties, including after acquired assets, of the Company and each of its subsidiaries, which are acting as guarantors with respect to the Company's obligations under the Initial Debenture and any Additional Debentures, pursuant to that certain Security Agreement, dated December 31, 2019, entered into by the Company and TCA Beyond Commerce in favor of the Buyer (the "Security Agreement"). The maturity date on this security is December 31, 2021. During the year ended December 31, 2020 the Company paid \$73,453 to reduce the loan balance. The balance of the loan payable on the Company's books as of September 30, 2023 and December 31, 2022 was \$826,547.

In May 2020, the SEC appointed a Receiver to close down the TCA Global Master Fund, L.P. over allegations of accounting fraud. The amount recorded by the Company as being owed to TCA was based on TCA's application of prior payments made by the Company. On April 13, 2023, the Company received a Notice of Default and Demand for Payment for \$933,687. The Company believes that prior payments of principal and interest may have been applied to unenforceable investment banking and other fees and charges. It is the Company's position that the amount owed to TCA is less than the amount set forth above.

A complaint against the Company, including the guarantors Service 800, CCS, and PathUX, and Geordan Pursglove, dated February 26, 2024, was filed in Clark County, Nevada, by New Horizons Special Situations Credit Strategies ("TCA ICAV") related to the TCS ICAV debenture seeking \$1,300,191. The Company believes that prior payments of principal and interest may have been applied to unenforceable investment banking and other fees and charges. It is the Company's position that the amount owed to TCA is less than the amount set forth above. On October 31, 2024, the Company finalized a Settlement Agreement and Release resolving all disputes and controversies for a total settlement amount of \$320,000. The Company made an initial payment of \$220,000 and the remaining

balance of \$100,000 will be paid in twenty-four (24) monthly payments of \$4,166.67 beginning November 1, 2024. As of December 31, 2024 the outstanding balance owed by the Company was \$91,667.

On July 19, 2021, the Company issued a convertible promissory note (the "Note") in favor of Geordan G. Pursglove, the Company's Chairman and Chief Executive Officer, in the principal amount of \$1,500,000, in satisfaction of Mr. Pursglove's accrued salary owing of \$1,239,800 and \$260,200 for loss on settlement. The Note accrues interest at 2% per annum, with the principal and interest payments due in twelve equal monthly installments. At the holder's election, the Note is convertible into shares of the Company's common stock, at a price per share equal to 100% of the average closing price of the Company's common stock for the five trading days immediately preceding the date of such conversion (the "Conversion Price"). The cash maturity date is July 19, 2022. On February 8, 2022 there was a conversion of \$150,000 and 375,000,000 shares of common stock issued.

On April 1, 2022, the Company entered into a promissory note (the "Note") in favor of Discover Growth Fund, LLC (the "Discover"), in the aggregate principal amount of \$1,200,000 for which the Company received \$1,000,000 in cash, reflecting an original issuance discount of 20%, with repayment to be made not later than April 1, 2023. Pursuant to the Note, at any time and from time to time Discover may, in its sole discretion, subject to certain ownership limitations, convert all or any portion of the then outstanding balance of the Note into shares of the common stock of the Company at a price per share equal to the closing bid price on March 31, 2022 of \$ 0.0003. The Company recorded a debt discount of \$200,000 for the original issue discount amortizable over the succeeding twelve months in accordance with ASC 835-30- 45.

Signature:

Name of Principal Executive Officer or Principal Financial Officer: Peter Stazzone

Title: CFO

Date: May 15, 2025

Signature: /s/ Peter Stazzone

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