

# SMC Entertainment Inc.

Amendment to Management Certification SMC Entertainment Management  
Certification 12/31/24 for 12/31/2024 originally published through the OTC  
Disclosure & News Service on [05/14/2025](#)

## Explanatory Note:

Amendment to include Names & Entities issued Convertible Notes

*\*\*This coversheet was automatically generated by OTC Markets Group based on the information provided by the Company. OTC Markets Group has not reviewed the contents of this amendment and disclaims all responsibility for the information contained herein.*

## Management Certification

The undersigned, on behalf of **SMC Entertainment 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

- X      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: **Pacific Stock Transfer**

Address: **6725 Via Austi Pkwy, Suite 300 Las Vegas, Nevada 89119**

<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.

**Matheau J. W. Stout, Esq.**

**Erik Blum, Chief Executive Officer**

**Eric Sherb, Chief Financial Officer**

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): **12/31/2024**

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)
Erik Blum	Director & CEO	Boca Raton, FL	301,490,740	Common	22.3%
Ronald E. Hughes	Director & COO	Pt. Roberts, WA	227,000,000	Common	16.8%
Jayakumar Gopalan	Former CTO		25,000,000	Common	1.8%
Eric Sherb	CFO		0	Common	0.0%
Xuqiang (Adam)	Former CFO		27,500,000	Common	2.0%
Rich Bjorkland	Former Director		200,000,000	Common	14.8%

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

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.

A summary of all the Company's convertible loans is as follows. (Extract from filed 10K @ 12/31/24)

Note Holder	Date Issued	Maturity Date	Principal Amount	Additions	Conversion Payments	Outstanding Amount	Conversion Terms / Price	Reason for Issuance
Christopher Whitcomb	7/7/2016	7/7/2017	\$2,393	-	-	\$2,393	(1)	Services
Christopher Whitcomb	1/25/2017	1/25/2018	\$29,050	-	-	\$29,050	(1)	Services
Christopher Whitcomb	5/30/2017	5/30/2018	\$32,640	-	-	\$32,640	(1)	Services
Naiel P. Kanno Kanno Group Holdings II Ltd	10/1/2019	10/1/2020	\$42,601	-	-	\$42,601	\$0.00466	Loan
Naiel P. Kanno Kanno Group Holdings II Ltd	1/6/2020	1/6/2021	\$14,977	-	-	\$14,977	\$0.00615	Loan
Naiel P. Kanno Kanno Group Holdings II Ltd	6/30/2020	6/30/2021	\$7,732	-	-	\$7,732	\$0.00615	Loan
Naiel P. Kanno Kanno Group Holdings II Ltd	12/31/2020	12/31/2021	\$9,527	-	-	\$9,527	\$0.00185	Loan
Naiel P. Kanno Kanno Group Holdings II Ltd	3/31/2021	3/31/2022	\$5,112	-	-	\$5,112	\$0.00628	Loan
Naiel P. Kanno Kanno Group Holdings II Ltd	7/24/2021	7/24/2022	\$5,406	-	-	\$5,406	\$0.00603	Loan
Naiel P. Kanno Kanno Group Holdings II Ltd	11/1/2021	11/1/2022	\$2,828	-	-	\$2,828	\$0.00544	Loan
Naiel P. Kanno Kanno Group Holdings II Ltd	12/31/2021	12/31/2022	\$37,391	-	-	\$37,391	\$0.00509	Loan
Brad Hare Mammoth Corporation	1/12/2022	1/12/2023	\$231,652	-	\$(231,652)	-	(3)	Loan
Brad Hare Mammoth Corporation	1/21/2022	1/21/2023	\$157,300	-	\$(157,300)	-	(4)	Loan
Naiel P. Kanno Kanno Group Holdings II Ltd	3/31/2022	3/31/2023	\$7,606	-	-	\$7,606	\$0.00222	Loan
Naiel P. Kanno Kanno Group Holdings II Ltd	4/25/2022	4/25/2023	\$50,000	-	-	\$50,000	\$0.00206	Loan
Naiel P. Kanno Kanno Group Holdings II Ltd	7/12/2022	7/12/2023	\$2,388	-	-	\$2,388	\$0.00163	Loan
Naiel P. Kanno Kanno Group Holdings II Ltd	11/3/2022	11/3/2023	\$11,357	-	-	\$11,357	\$0.00167	

								Loan
Naïel P. Kanno Kanno Group Holdings II Ltd	12/31/2022	12/31/2023						
			\$6,407	-	-	\$6,407	\$0.00096	Loan
Naïel P. Kanno Kanno Group Holdings II Ltd	3/31/2023	3/31/2024						
			\$13,312	-	-	\$13,312	\$0.00054	Loan
Naïel P. Kanno Kanno Group Holdings II Ltd	6/30/2023	6/30/2024						
			\$89,038	-	-	\$89,038	\$0.00084	Loan
Naïel P. Kanno Kanno Group Holdings II Ltd	9/30/2023	9/30/2024						
			\$36,230	-	-	\$36,230	\$0.00042	Loan
Naïel P. Kanno Kanno Group Holdings II Ltd	12/31/2023	9/30/2024						
			\$19,726	-	-	\$19,726	\$0.00035	Loan
Naïel P. Kanno Kanno Group Holdings II Ltd	3/31/2024	3/31/2025						
			-	\$9,918	-	\$9,918	\$0.0003	Loan
Naïel P. Kanno Kanno Group Holdings II Ltd	6/30/2024	6/30/2025						
			-	\$67,584	-	\$67,584	\$0.00117	Loan
Paul Couture ChainTrade, Ltd	5/30/2024	11/30/2025						
			-	\$8,000,000	-	\$8,000,000	\$1.00	Loan
Jeff Ramson Proactive Capital Partners	7/1/2024	demand						
			-	\$35,000	-	\$35,000	\$0.002	Loan
Naïel P. Kanno Kanno Group Holdings II Ltd	9/30/2024	9/30/2025						
			-	\$48,845	-	\$48,845	\$0.0011	Loan
Jeff Ramson Proactive Capital Partners	11/12/2024	8/1/2025						
			-	\$15,000	-	\$15,000	\$0.001	Loan
Curt Kramer Red Road Holdings Corp	12/6/2025	9/15/2024						
			-	\$51,000	-	\$51,000	(5)	Loan
Naïel P. Kanno Kanno Group Holdings II Ltd	12/31/2024	12/31/2025						
			-	\$35,824	-	\$35,824	\$0.00066	Loan
Naïel P. Kanno Kanno Group Holdings II Ltd								
			<b>\$814,673</b>	<b>\$8,263,171</b>	<b>(388,952)</b>	<b>8,688,892</b>		
Naïel P. Kanno Kanno Group Holdings II Ltd								
Naïel P. Kanno Kanno Group Holdings II Ltd accrued interest	n/a	n/a	\$339,077	\$72,228	\$(339,077)			
Other accrued interest	n/a	n/a	\$87,458	\$221,814	-	\$309,272		
Less discount			-	-	-	\$(5,333)		
Total convertible debt and accrued interest			<b>\$1,241,208</b>	<b>\$8,557,213</b>	<b>\$(728,029)</b>	<b>\$9,065,059</b>		

- (1) 25% discount to the lowest closing price within the 60 previous trading sessions.
- (2) Note was assigned to Mammoth Corporation
- (3) Conversion rate depends on what part of the loan and when the conversion occurs.
- (4) 50% of market price.
- (5) greater of 1) \$0.0003, or 65% of the lowest trading price for 10 days prior to conversion date.

On July 16, 2024, Kanno agreed to forgive \$150,384 of that amount due. On December 30, 2024, Kanno converted \$150,000 in accrued interest into 15,000 shares of Preferred D stock.

On December 30, 2024, Mammoth Corporation converted all amounts due into 55,000 shares of Preferred D stock.

During the year ended December 31, 2023, the Company recognized a gain on extinguishment of debt of \$70,125 for principal and interest due to FV Investments. The debt owed was considered time barred debt that had exceeded the statute of limitations for collectability.

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

**Signature:**

Name of Principal Executive Officer or Principal Financial Officer: **Ronald E. Hughes**

Title: **Chief Operations Officer**

Date: **May 14, 2025**

Signature: **“/s/ Ronald E. Hughes”**

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