

# Rocky Mountain High Brands, Inc.

Amendment to Management Certification for 12/31/2024 originally published through the OTC Disclosure & News Service on [05/15/2025](#)

Explanatory Note:  
Amended Management Certification

*\*\*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 Rocky Mountain High Brands 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.<sup>1</sup>

Transfer Agent: Securities Transfer

Address: 2901 N. Dallas Parkway, Suite 380, Plano, Texas 75093

<sup>1</sup> 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.

Name: Atlas Bookkeeping, LLC  
Firm: Atlas Bookkeeping, LLC  
Nature of Services: Document preparation  
Address 1: 11445 E. Via Linda, Suite 444  
Address 2: Scottsdale, AZ 85259  
Phone: (310) 936-3128  
Email: [admin@atlasbook.co](mailto:admin@atlasbook.co)

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): \_\_\_\_\_

<b>Individual Name (First, Last) or Entity Name (Include names of control person(s) if a corporate entity)</b>	<b>Position/Company Affiliation (ex: CEO, 5% Control person)</b>	<b>City and State (Include Country if outside U.S.)</b>	<b>Number of Shares Owned (List common, preferred, warrants and options separately)</b>	<b>Class of Shares Owned</b>	<b>Percentage of Class of Shares Owned (undiluted)</b>
Dr. Syed Naved	Board Member	Chicago, IL	148,909,091	Common	17.79%
Charles Smith	Chairman of the Board	Highland Village, Texas	132,791,792	Common	15.86%
Aishwayra Realty, Afzal Damanwala	Shareholder	Dallas, TX	100,000,000	Common	11.95%
5566 Meadowbrook, Hasib Mobh	Shareholder	Dallas, TX	54,545,454	Common	6.52%
David Seeberger	CEO / President/ Board Member	Dallas Texas	35,356,307	Common	4.22%
Imran Kaiser	SVP - Rocky Mountain Productions, Inc,	Irving, TX	27,000,000	Common	3.23%
Winton Morrison	Board Member	Kingston, NY	460,829	Common	0.06%
ASA CLASS (COMMON)			500,913,474		59.84%
GHS Investments, LLC, Matt Schissler	>5% shareholder	Jericho, NY	900	Series F Preferred	100%
Leonard Cusenza	>5% shareholder	Mount Pleasant, MI	11	Series H Preferred	100%

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.

Date of Note Issuance	Principal Amount at Issuance	Outstanding Balance (\$) Including Accrued Interest	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to	# of Shares Converted to Date	# of Potential Shares to be Issued Upon Conversion	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance
7/24/2018	107,500	223,772	1/24/2021	Convertible at \$0.01 per share	0	22,377,200	GHS Investments, LLC (Matt Schissler)	Loan
8/13/2018	157,500	370,406	2/13/2021	Convertible at \$0.01 per share	0	37,040,600	GHS Investments, LLC (Matt Schissler)	Loan
5/3/2019	113,400	235,996	12/13/2020	Convertible at \$0.02 per share	0	11,799,800	GHS Investments, LLC (Matt Schissler)	Loan
5/16/2019	169,539	352,823	12/13/2020	Convertible at \$0.02 per share	0	17,641,150	GHS Investments, LLC (Matt Schissler)	Loan
6/7/2019	112,393	233,901	12/13/2020	Convertible at \$0.02 per share	0	11,695,050	GHS Investments, LLC (Matt Schissler)	Loan
11/27/2019	31,000	64,634	3/1/2021	Convertible at \$0.02 per share	0	3,231,700	GHS Investments, LLC (Matt Schissler)	Loan
12/31/2019	31,000	66,638	9/30/2020	Convertible at \$0.023 per share	0	2,897,304	GHS Investments, LLC (Matt Schissler)	Loan
2/19/2020	183,750	275,298	8/19/2021	Convertible at 40% of the lowest closing price in last 20 trading days	0	661	Eagle Equities, LLC (Motty Borenstein)	Loan
3/27/2020	115,000	170,404	9/27/2021	Convertible at 40% of the lowest closing price in last 20 trading days	0	409	Eagle Equities, LLC (Motty Borenstein)	Loan
5/19/2017	79,000	131,146	11/19/2017	Convertible at \$0.1278 per share	0	1,026,182	LSW Holdings (Lili Li)	Loan
7/11/2017	100,000	172,188	1/11/2018	Convertible at \$0.1278 per share	0	1,347,324	LSW Holdings (Lili Li)	Loan
4/1/2021	23,500	23,500	4/1/2022	Convertible at \$0.005 per share	0	4,700,000	Ann Wieringa	Loan
10/13/2021	100,000	100,000	11/1/2022	Convertible at \$0.005 per share	0	20,000	Eagle Processing (Brice Wunsch)	Loan
12/14/2021	50,000	65,328	6/14/2022	Convertible at \$0.0075 per share	0	8,710,400	Steve Baxter	Loan

12/27/2021	52,500	70,954	12/27/2022	Convertible at \$0.0075 per share	0	9,460,533	Ryan Brunning	Loan
3/23/2022	50,000	64,096	12/31/2022	Convertible at \$0.0075 per share	0	8,546,133	Steve Baxter	Loan
4/15/2022	100,000	128,768	4/30/2023	Convertible at \$0.0075 per share	0	17,169,067	Steve Baxter	Loan
5/5/2022	75,000	95,342	5/5/2023	Convertible at \$0.0075 per share	0	12,712,267	Steve Baxter	Loan
5/23/2022	250,000	0	7/22/2022	Convertible at \$0.01 per share	0	0	Surani Capital (Sharjeel Surani)	Loan
12/13/2022	25,000	27,220	11/30/2023	Convertible at \$0.0075 per share	0	3,629,333	Steve Baxter	Loan
2/24/2023	75,000	77,158	2/24/2024	Convertible at \$0.0050 per share	0	15,431,600	Steve Baxter	Loan
5/31/2023	25,000	25,000	5/31/2024	Convertible at \$0.0050 per share	0	5,000,000	Steve Baxter	Loan
07/13/2023	30,000	30,000	07/13/2024	Convertible at \$0.0050 per share	0	6,000,000	Steve Baxter	Loan
09/01/2023	5,000.00	5,000	09/01/2024	Convertible at \$0.0050 per share	0	1,000,000	Steve Baxter	Loan
09/26/2023	30,000.00	30,000	09/26/2024	Convertible at \$0.0050 per share	0	6,000,000	Steve Baxter	Loan
09/28/2023	10,000.00	10,000	09/28/2024	Convertible at \$0.0050 per share	0	2,000,000	Steve Baxter	Loan
10/04/2023	10,000.00	10,000	10/04/2024	Convertible at \$0.0050 per share	0	2,000,000	Steve Baxter	Loan
11/06/2023	20,000.00	20,000	11/06/2024	Convertible at \$0.0050 per share	0	4,000,000	Steve Baxter	Loan
11/07/2023	10,000.00	10,000	11/07/2024	Convertible at \$0.0050 per share	0	2,000,000	Steve Baxter	Loan
11/17/2023	22,000.00	22,000	11/17/2024	Convertible at \$0.0050 per share	0	4,400,000	Steve Baxter	Loan
11/21/2023	10,000.00	10,000	11/21/2024	Convertible at \$0.0050 per share	0	2,000,000	Steve Baxter	Loan
12/05/2023	37,500.00	37,500	12/05/2024	Convertible at \$0.0050 per share	0	7,500,000	Steve Baxter	Loan

02/15/2024	32,500	32,500	2/15/25	Convertible at \$0.0050 per share	0	6,500,000	Steve Baxter	Loan
06/28/2024	37,500	15,000	6/28/25	Convertible at \$0.0050 per share	0	3,000,000	Steve Baxter	Loan

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

**Signature:**

Name of Principal Executive Officer or Principal Financial Officer: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_

Signature: \_\_\_\_\_

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