

Management Certification

The undersigned, on behalf of American Battery Materials 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

- ☒ 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.¹

Transfer Agent: Transfer Online, Inc.

Address: 512 SE Salmon St., Portland, OR 97214

¹ 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.

Olshan Frome Wolosky LLP

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): 4/30/2025

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)
David Graber	CEO, 5% control person	San Juan, Puerto Rico	869,501	Common Stock	32.79%
Sebastian Lux	COO, President	Greenwich, Connecticut	34,234	Common Stock	1.29%
Agustin Cabo	CFO	North Miami Beach, Florida	10,000	Common Stock	0.38%
Adam Lipson	Director, 5% control person	Far Hills, New Jersey	331,758	Common Stock	12.51%
Justin Vorwerk	Director	Greenwich, Connecticut	15,592	Common Stock	0.59%
Andrew Suckling	Director	New York, New York	2,224	Common Stock	0.08%
Jared Levinthal	Director	Bellaire, Texas	5,284	Common Stock	0.20%
Dylan Glenn	Director	Washington, DC	8,085	Common Stock	0.30%
Marilyn Kane	5% control person	Miami Beach, Florida	286,191	Common Stock	10.79%
David Graber	CEO, 5% control person	San Juan, Puerto Rico	17,544	Warrants	36.98%
Marilyn Kane	5% control person	Miami Beach, Florida	29,902	Warrants	63.02%
David Graber	CEO	San Juan, Puerto Rico	200,000	Stock Options	35.34%
Sebastian Lux	COO, President	Greenwich, Connecticut	110,000	Stock Options	19.34%

Agustin Cabo	CFO	North Miami Beach, Florida	90,000	Stock Options	15.90%
Adam Lipson	Director, 5% control person	Far Hills, New Jersey	16,000	Stock Options	2.83%
Justin Vorwerk	Director	Greenwich, Connecticut	16,000	Stock Options	2.83%
Andrew Suckling	Director	New York, New York	16,000	Stock Options	2.83%
Jared Levinthal	Director	Bellaire, Texas	16,000	Stock Options	2.83%
Dylan Glenn	Director	Washington, DC	16,000	Stock Options	2.83%

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

- Incentive Compensation Plan has 800,000 stock options approved, of which 566,000 have already been issued. The company plans on expanding the plan in the next weeks.

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.)
9/30/2024	\$806,779.89	\$860,483.31	7/31/2025	IPO Price	0	122,927	David Graber	Working Capital
12/18/2024	\$109,007.80	\$113,082.04	7/31/2025	IPO Price	0	16,155	David Graber	Working Capital

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.

12/2/2022	\$50,723.86	\$55,001.79	7/31/2025	IPO Price	0	45,843	Brett Hawken	Working Capital
7/12/2024	\$153,798.46	\$164,165.00	7/31/2025	IPO Price	0	6,792	Dallas Salazar	Working Capital
9/9/2023	\$286,000	\$320,895.56	7/31/2025	IPO Price	0	5,622	Alex Murdzhev	Working Capital
1/16/2024	\$42,900	\$47,542.25	7/31/2025	IPO Price	0	57,100	Jared Levinthal	Working Capital
2/29/2024	\$35,750	\$39,349.79	7/31/2025	IPO Price	0	30,006	Marilyn Thypin	Working Capital
3/21/2024	\$364,239.70	\$399,699.34	7/31/2025	IPO Price	0	12,401	David Graber	Working Capital
3/22/2024	\$191,470.88	\$210,038.07	7/31/2025	IPO Price	0	5,695	InMotion Hosting	Accrued Expenses
3/22/2024	\$79,110.35	\$86,800.40	7/31/2025	IPO Price	0	39,534	Marilyn Kane	Note consolidation
3/22/2024	\$36,328.97	\$39,860.39	7/31/2025	IPO Price	0	232,549	Raymond Meyers	Accrued Expenses
3/22/2024	\$252,102.14	\$276,737.35	7/31/2025	IPO Price	0	108,474	Justin Vorwerk	Note Consolidation
3/24/2023	\$1,483,401.57	\$1,627,840.71	7/31/2025	IPO Price	0	61,976	Traverse Opportunity Fund LP	Working Capital
3/27/2023	\$691,941.25	\$759,315.67	7/31/2025	IPO Price	0	61,976	Leviston Resources LLC	Working Capital
3/28/2023	\$395,335.41	\$433,829.27	7/31/2025	IPO Price	0	15,359	Linda Shira	Working Capital
3/28/2023	\$395,335	\$433,829.27	7/31/2025	IPO Price	0	75,567	Candace Shira and Marvin Engle	Working Capital
4/19/2023	\$98,074.16	\$107,507.61	7/31/2025	IPO Price	0	6,536	John Black	Working Capital
9/7/2023	\$482,028.80	\$528,962.13	7/31/2025	IPO Price	0	10,816	David R. Meyers	Working Capital
8/6/2024	\$42,900	\$45,751.42	8/6/2025	IPO Price	0	5,395	William Robinson	Working Capital
10/7/2024	\$71,500	\$75,710.69	7/31/2025	IPO Price	0	4,065	John Black	Working Capital
10/21/2024	\$35,750	\$37,758.13	7/31/2025	IPO Price	0	1,616	Jared Levinthal	Working Capital

1/15/2025	\$27,500	\$28,450.69	7/31/2025	IPO Price	0	1,616	John Black	Working Capital
2/10/2024	\$11,000	\$11,305.28	7/31/2025	IPO Price	0	1,609	Justin Vorwerk	Working Capital
2/11/2024	\$11,000	\$11,308.06	7/31/2025	IPO Price	0	8,028	Jared Levinthal	Working Capital
2/27/2025	\$11,000	\$11,260.83	7/31/2025	IPO Price	0	7,189	Adam Lipson	Working Capital
3/7/2025	\$55,000	\$56,193.06	7/31/2025	IPO Price	0	3,581	Andrew Suckling	Working Capital
4/7/2025	\$50,000	\$50,319.44	7/31/2025	IPO Price	0	3,577	Andrew Suckling	Working Capital
4/21/2025	\$25,000	\$25,062.50	7/31/2025	IPO Price	0	45,843	Donald Radcliffe	Working Capital
4/25/2025	\$25,000	\$25,034.72	7/31/2025	IPO Price	0	6,792	William Robinson	Working Capital
Total Outstanding Balance:		\$6,883,095	Total Shares:		0	983,315		

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

Price of the BLTH share as of the market close on 4/30/2025 was used to calculated the potential shares issued upon conversion. The price was \$7.00

Signature:

Name of Principal Executive Officer or Principal Financial Officer: Agustin Cabo

Title: Chief Financial Officer

Date: 4/30/2025

Signature: /s/ AGUSTIN CABO

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