

Management Certification

The undersigned, on behalf of **ITEX Corporation** ("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

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.

Transfer Agent:

Securities Transfer Corporation
2901 N. Dallas Parkway, Suite 380
Plano, Texas 75093
Phone: (469) 633-0101

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.

Stephen Tollefsen
Tollefsen Business Law PC
5129 Evergreen Way Ste D-20
Everett, Washington 98203
Telephone (425) 353-8883
Email: st@tbuslaw.com

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): May 31, 2025

Name of All Officers/Directors and Control Persons	Affiliation with Company (e.g. Officer/Director/Owner of 5% or more)	Residential Address ⁽¹⁾ (City/State Only)	Number ⁽²⁾ of shares owned	Share class	Ownership ⁽³⁾ Percentage of Class Outstanding	Names of control persons if a corporate entity. See notes:
Steven White	Chairman and President	Greater Seattle, WA	655,632	Common	39.99%	(4)
John Wade	Director, CFO, Secretary, Treasurer	Greater Seattle, WA	26,714	Common	1.63%	(5)
Eric Best	Director	Greater Seattle, WA	20,000	Common	1.22%	(6)
The Lion Fund, LP	Beneficial owner	San Antonio, TX	340,840	Common	20.79%	(7)
Pagidipati Family, LP	Beneficial owner	Tampa, FL	121,429	Common	7.41%	(8)

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

- (1) The business address of the current directors and executive officers is c/o ITEX Corporation, 13555 SE 36th Street, Suite 210, Bellevue, Washington 98006.
- (2) Beneficial ownership is determined in accordance with the rules of the SEC. In computing the number of shares beneficially owned and the percentage ownership of an individual or group, any shares that the individual or group may acquire within 60 days, including through the exercise of stock options or vesting of restricted stock units, are deemed outstanding. These shares, however, are not deemed outstanding for purposes of computing the ownership of any other person. To our knowledge, except as indicated in the footnotes to this table and subject to applicable community property laws, the stockholders named in the table have sole voting and investment power with respect to all shares of common stock shown as beneficially owned by them.
- (3) Percentage of beneficial ownership is based upon 1,639,315 voting shares outstanding as of May 31, 2025 (including shares of unvested restricted stock).
- (4) Mr. White has 64,581 unvested restricted stock awards outstanding.
- (5) Mr. Wade has 6,456 unvested restricted stock awards outstanding.
- (6) Mr. Best has 6,456 unvested restricted stock awards outstanding.
- (7) The latest Schedule 13D filed by the beneficial owners on April 24, 2015, indicated that 340,840 shares are held by The Lion Fund, L.P., Biglari Capital Corp., and Sardar Biglari. The principal business address of each of the Lion Fund, Biglari Capital Corp. and Sardar Biglari is 17802 IH 10 West, Suite 400, San Antonio, Texas 78257.
- (8) Based on beneficial ownership information as of November 11, 2024. Includes shares beneficially owned by Rahul Pagidipati and Dr. Devaiah Pagidipati, who have voting and investment power with respect to the Pagidipati Family Limited Partnership. The principal business address of the Pagidipati Family Limited Partnership is 601 S Harbour Island Blvd 200, Tampa, FL 33602.

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.

Signature:

Name of Principal Executive Officer or Principal Financial Officer: Steven White

Title: President

Date: June 6, 2025

Signature: /s/ Steven White