

Management Certification

The undersigned, on behalf of Digerati Technologies, 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: Equiniti Trust Company, LLC

Address: 6201 15th Ave.
Brooklyn NY 11219

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.

Lucosky Brookman
Contact: Joseph Lucosky & Steven Lipstein
P: (732) 395-4400
101 Wood Avenue South
Woodbridge, New Jersey 08830

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): June 7, 2025

Names of All Officers, Directors, and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of 5% or more)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
<u>Arthur L. Smith</u>	<u>Owner of 5%</u>	<u>San Antonio, Texas</u>	<u>11,474,355</u>	<u>Common Stock</u>	<u>6.10%</u> ⁽¹⁾	<u>N/A</u>
			<u>28,928</u>	<u>Series C Preferred Stock</u>	<u>52%</u> ⁽²⁾	
			<u>34</u>	<u>Series F Preferred Stock</u>	<u>34%</u> ⁽³⁾	
<u>Antonio Estrada, Jr.</u>	<u>Chief Financial Officer</u>	<u>San Antonio, Texas</u>	<u>10,087,936</u>	<u>Common Stock</u>	<u>5.36%</u> ⁽¹⁾	<u>N/A</u>
			<u>19,399</u>	<u>Series C Preferred Stock</u>	<u>35%</u> ⁽²⁾	
			<u>33</u>	<u>Series F Preferred Stock</u>	<u>33%</u> ⁽³⁾	

<u>Craig K. Clement</u>	<u>Executive Chairman and Director</u>	<u>San Antonio, Texas</u>	<u>9,826,444</u>	<u>Common Stock</u>	<u>5.22%</u> ⁽¹⁾	<u>N/A</u>
			<u>7,073</u>	<u>Series C Preferred Stock</u>	<u>13%</u> ⁽²⁾	
			<u>33</u>	<u>Series F Preferred Stock</u>	<u>33%</u> ⁽³⁾	
<u>Maxwell Polinsky</u>	<u>Director</u>	<u>Winnipeg, Manitoba, Canada</u>	<u>81,594</u>	<u>Common Stock</u>	<u>0.04%</u> ⁽¹⁾	<u>N/A</u>
Post Road Special Opportunity Fund II LP, Attn: Michael Bogdan and Kevin C. Smith (the "Managing Partners")	<u>Owner of 5%</u>	2 LANDMARK SQUARE, SUITE 207. STAMFORD CT 06901	<u>47,285,126</u>	<u>Warrants</u>	<u>-</u> ⁽⁴⁾	<u>Michael Bogdan and Kevin C. Smith</u>
Post Road Special Opportunity Fund II Offshore LP, Attn: Michael Bogdan and Kevin C. Smith (the "Managing Partners")	<u>Owner of 5%</u>	2 LANDMARK SQUARE, SUITE 207. STAMFORD CT 06901	<u>15,193,018</u>	<u>Warrants</u>	<u>-</u> ⁽⁴⁾	<u>Michael Bogdan and Kevin C. Smith</u>

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

(1) Based on 190,934,434 shares of Common Stock outstanding as of June 7, 2025.

(2) Series C Convertible Preferred Stock:

In July 2020, the Company's Board of Directors designated and authorized the issuance up to 1,000,000 shares of the Series C Convertible Preferred Stock. Each share of Series C Convertible Preferred Stock has a par value of \$0.001 per share and a stated value equal to ten dollars (\$10.00) (the "Stated Value"). No dividends are payable on the shares of Series C Preferred Stock.

Except as otherwise provided by the Nevada Revised Statutes, other applicable law or as provided in this Certificate of Designation, the Series C Preferred Stock shall have no voting rights. However, as long as any shares of Series C Preferred Stock are outstanding, the Corporation shall not, without the affirmative vote of the Holders of a majority of the then outstanding shares of the Series C Preferred Stock, (a) alter or change adversely the powers, preferences or rights given to the Series C Preferred Stock or alter or amend this Certificate of Designation, (b) amend its certificate of incorporation or other charter documents in any manner that adversely affects any rights of the Holders, (c) increase the number of authorized shares of Series C Preferred Stock, or (d) enter into any agreement with respect to any of the foregoing.

In the event of any liquidation, dissolution, or winding up of the Corporation whether voluntary or involuntary, or in the event of its insolvency (a "Liquidation"), the holders of Series C Preferred Stock shall be entitled to have set apart for them, or to be paid, out of the assets of the Corporation available for distribution to stockholders (whether such assets are capital, surplus or earnings) after provision for payment of all debts and liabilities of the Corporation in accordance with the Nevada Revised Statutes, before any distribution or payment is made with respect to any shares of Junior Securities and subject to the liquidation rights and preferences of any class or series of Senior Securities or Parity Securities, an amount equal to the Stated Value per share of Series C Preferred Stock. For purposes of the foregoing, no securities of the Corporation, other than shares of the Corporation's Series A Preferred Stock, shall have priority over the Series C Preferred Stock in the event of liquidation,, no securities of the Corporation other than the Corporation's Series B Preferred Stock shall be *pari passu* with the Series C Preferred Stock in the event of liquidation (such Series C Preferred Stock and Series B Preferred Stock being "Parity Securities" in the event of liquidation), and all other securities of the Corporation being junior to the Series B Preferred Stock and Series C Preferred Stock in terms of preference in the event of Liquidation ("Junior Securities").

On February 25, 2021, Digerati's Board of Directors approved the issuance of the following shares of Series C Convertible Preferred Stock to officers:

- Arthur L. Smith - 28,928 shares of Series C Convertible Preferred Stock
- Antonio Estrada - 19,399 shares of Series C Convertible Preferred Stock
- Craig Clement - 7,073 shares of Series C Convertible Preferred Stock

The terms of our Series C Convertible Preferred Stock allow for:

Automatic Conversion. Upon (i) an up-listing of the Corporation's Common Stock to Nasdaq or a US national securities exchange, (ii) a financing or offering involving the sale of \$5,000,000 or more of the Corporation's Common Stock or Common Stock Equivalents (a "Material Financing"), (iii) the Corporation ceases to be a public corporation as the result of a going private transaction, (iv) the Corporation, directly or indirectly, effects any sale, lease, exclusive license, assignment, transfer, conveyance or other disposition of all or substantially all of its assets in one or a series of related transactions (including a transaction involving the Corporation's spin-off of its Nevada subsidiary, Verve Cloud, Inc.), (v) any, direct or indirect, purchase offer, tender offer or exchange offer (whether by the Corporation or another Person) is completed pursuant to which holders of Common Stock are permitted to sell, tender or exchange their shares for other securities, cash or property and has been accepted by the holders of 50% or more of the outstanding Common Stock, (vi) the Corporation, directly or indirectly, in one or more related transactions, effects any reclassification, reorganization or recapitalization of the Common Stock or any compulsory share exchange pursuant to which the Common Stock is effectively converted into or exchanged for other securities, cash or property, or (vii) the Corporation, directly or indirectly, in one or more related transactions, consummates a stock or share purchase agreement or other business combination (including, without limitation, a reorganization, recapitalization, spin-off or scheme of arrangement) with another Person, other than an officer or director of the Company, whereby such other Person acquires more than 50% of the outstanding shares of Common Stock (not including any shares of Common Stock held by the other Person or other Persons making or party to, or associated or affiliated with the other Persons making or party to, such stock or share purchase agreement or other business combination), all issued shares of Series C Convertible Preferred Stock shall be automatically converted, without any further action by the holders of such shares and whether or not the certificates representing such shares are surrendered to the Corporation or its transfer agent, into the number of fully paid and nonassessable shares of Common Stock in an amount equal, following conversion, to 22% of the Corporation's issued and outstanding shares of Common Stock. Each of (i)-(vii) above shall be hereafter referred to as a "Conversion Event" and the date of a Conversion Event shall be hereafter referred to as a "Conversion Date". Upon any such mandatory conversion and the issuance of Conversion Shares further thereto, the shares of Series C Convertible Preferred Stock shall be deemed cancelled and of no further force or effect. A mandatory conversion is the only means by which Series C Convertible Preferred Stock is convertible as the shares of Series C Convertible Preferred Stock are not convertible at the option of the Holder. For purposes of the foregoing Conversion Events,

conversion will be deemed to have taken place immediately prior to the Conversion Event. By way of example, if the Corporation engages in a Material Financing, the Series C Convertible Preferred Stock will be treated as having been converted immediately prior to the issuance of the securities in the Material Underwriting.

Redemption. At any time on or after the second anniversary of the date of issuance of shares of Series C Preferred Stock to the Holder, the Corporation, in its sole discretion, may elect, by delivering written notice to the Holder no less than 10 days or more than 20 prior to the redemption date set forth in such notice (the Redemption Date), to redeem all or any portion of the Series C Preferred Stock held by such Holder at a price per share (the "Redemption Price") equal to 120% of the Stated Value per share being redeemed. The Corporation shall, unless otherwise prevented by law, redeem from such holder on the Redemption Date the number of shares of Series C Preferred Stock identified in such notice of redemption.

(3) Series F Super Voting Preferred Stock:

In July 2020, the Company's Board of Directors designated and authorized the issuance up to 100 shares of the Series F Super Voting Preferred Stock. Each share of Series F Super Voting Preferred Stock has a par value of \$0.001 per share and a stated value equal to one cent (\$0.01) (the "Stated Value"). No dividends are payable on the Series F Super Voting Preferred Stock.

On November 17, 2020, Digerati's Board of Directors approved the issuance of the following shares of Series F Super Voting Preferred Stock to officers:

- Arthur L. Smith - 34 shares of Series F Super Voting Preferred Stock
- Antonio Estrada - 33 shares of Series F Super Voting Preferred Stock
- Craig Clement - 33 shares of Series F Super Voting Preferred Stock

The Company had 100 and 100 shares of the Series F Super Voting Preferred Stock outstanding as of October 31, 2024, and July 31, 2024, respectively.

The terms of our Series F Super Voting Preferred Stock allow for:

Voting Rights. As long as any shares of Series F Preferred Stock are outstanding, the Corporation shall not, without the affirmative vote of the Holders of a majority of the then outstanding shares of the Series F Preferred Stock, (a) alter or change adversely the powers, preferences or rights given to the Series F Preferred Stock or alter or amend this Certificate of Designation, (b) amend its certificate of incorporation or other charter documents in any manner that adversely affects any rights of the Holders, (c) increase the number of authorized shares of Series F Preferred Stock, (d) sell or otherwise dispose of any assets of the Corporation not in the ordinary course of business, (e) sell or otherwise effect or undergo any change of control of the corporation, (f) effect a reverse split of its Common Stock, or (g) enter into any agreement with respect to any of the foregoing.

Holder of the Series F Preferred Stock shall be entitled to vote on all matters subject to a vote or written consent of the holders of the Corporation's Common Stock, and on all such matters, the shares of Series F Preferred Stock shall be entitled to that number of votes equal to the number of votes that all issued and outstanding shares of Common Stock and all other securities of the Corporation are entitled to, as of any such date of determination, on a fully diluted basis, plus one million (1,000,000) votes, it being the intention that the Holders of the Series F Preferred Stock shall have effective voting control of the Corporation. The Holders of the Series F Preferred Stock shall vote together with the holders of Common Stock as a single class on all matters requiring approval of the holders of the Corporation's Common Stock and separately on matters not requiring the approval of holders of the Corporation's Common Stock.

Conversion. No conversion rights apply to the Series F Preferred Stock. escription of the Series F Super Voting Preferred Stock.

(4) Represents twenty-five percent (25%) of the Company's shares outstanding, including the shares issuable to Post Road Special Opportunity Fund II LP (the "PRG Fund") and Post Road Special Opportunity Fund II Offshore LP (the "PRF Offshore Fund") pursuant to the exercise of the warrant first issued to the PRG Fund on November 17, 2020. The 107,701,179 warrant shares that PRG Fund reported it owned in the Schedule 13D it filed on November 27, 2020 (as amended on March 17, 2021 to reflect a transfer of 24.32% of the warrant to the PRF Offshore Fund as a result of which a new warrant was issued (the "New Warrant") for the other 75.68% of the original warrant and as amended on July 13, 2021 to reflect a transfer of 13.19% of the New Warrant to the PRF Offshore Fund. The PRG Fund owns a warrant for 65.7% of the original amount and the PRF Offshore Fund owns a warrant for 34.3% of the original amount) represents twenty-five percent (25%) of the total shares of Common Stock, calculated on a fully diluted basis, which assumes future share issuances that are not certain or not yet contractually obligated to be issued. In addition, twenty-five percent (25%) of the 107,701,179 warrant shares are not yet vested and subject to forfeiture if the Company achieves certain performance targets which, if achieved, would result in the warrant being exercisable into twenty percent (20%) of the Common Stock, calculated on a fully-diluted basis as described above. If the minority stockholders of T3 Nevada convert their T3 Nevada shares into shares of the Common Stock, the number of shares into which the warrant may be exercised would also be decreased such that, if the Company also achieves certain performance targets, the warrant would be exercisable into fifteen percent (15%) of the Common Stock, calculated on a fully-diluted basis as described above. T3 Nevada's minority stockholders have an obligation to (and may not otherwise) convert their T3 Nevada shares into shares of the Common Stock upon being asked to do so by the Company at any time after our Common Stock has a current market price of \$1.50 or more per share for 20 consecutive trading days.

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)	# of Potential Shares to be Issued Upon Conversion [2]	Name of Noteholder.	Reason for Issuance (e.g. Loan, Services, etc.)
10/22/2018	\$ 50,000	\$ 74,121	3/31/2025	(1)	1,482,411	TV Fund VII, LP, Attn: E. Scott Crist	Working Capital
10/13/2020	\$ 330,000	\$ 233,277	3/31/2025	(1)	4,665,542	Platinum Point Capital LLC., Attn: Brian Freifeld	Working Capital

1/27/2021	\$ 250,000	\$ 12,002	3/31/2025	(1)	240,041	Tysadco Partners, LLC., Attn: Stephen Hart	Working Capital
4/14/2021	\$ 250,000	\$ 352,824	3/31/2025	(1)	7,056,479	Tysadco Partners, LLC., Attn: Stephen Hart	Working Capital
8/31/2021	\$ 75,000	\$ 135,444	3/31/2025	(1)	2,708,882	Tysadco Partners, LLC., Attn: Stephen Hart	Working Capital
9/29/2021	\$ 75,000	\$ 134,846	3/31/2025	(1)	2,696,928	Tysadco Partners, LLC., Attn: Stephen Hart	Working Capital
10/22/2021	\$ 150,000	\$ 261,775	3/31/2025	(1)	5,235,508	Tysadco Partners, LLC., Attn: Stephen Hart	Working Capital
1/21/2022	\$ 230,000	\$ 393,858	3/31/2025	(1)	7,877,164	LGH Investments, LLC, Attn: Lucas Hoppel	Working Capital
1/21/2022	\$ 230,000	\$ 393,858	3/31/2025	(1)	7,877,164	Lucas Ventures, LLC., Attn Lucas Hoppel	Working Capital
7/27/2022	\$ 165,000	\$ 234,798	3/31/2025	(1)	4,695,967	Lucas Ventures, LLC., Attn Lucas Hoppel	Working Capital
9/12/2022	\$ 75,000	\$ 90,222	3/31/2025	(1)	1,804,447	Tysadco Partners, LLC., Attn: Stephen Hart	Working Capital
10/3/2022	\$ 165,000	\$ 197,730	3/31/2025	(1)	3,954,593	Lucas Ventures, LLC., Attn Lucas Hoppel	Working Capital
10/27/2022	\$ 38,500	\$ 45,934	3/31/2025	(1)	918,688	LGH Investments, LLC, Attn: Lucas Hoppel	Working Capital
10/27/2022	\$ 71,500	\$ 85,307	3/31/2025	(1)	1,706,135	Lucas Ventures, LLC., Attn Lucas Hoppel	Working Capital
10/31/2022	\$ 350,000	\$ 431,473	3/31/2025	(1)	8,629,466	3BRT Investments, LP., Attn: Chris Wilde	Working Capital
11/22/2022	\$ 1,670,000	\$ 1,998,322	3/31/2025	(1)	39,966,445	Mast Hill Fund, L.P., Attn: Patrick Hassani	Working Capital
12/12/2022	\$ 117,647	\$ 146,360	3/31/2025	(1)	2,927,192	ClearThink Capital Partners, LLC., Attn: Jeffrey Hart	Working Capital
12/20/2022	\$ 176,471	\$ 226,992	3/31/2025	(1)	4,539,835	FirstFire Global Opportunities Fund, LLC., Attn: Eli Fireman	Working Capital
12/22/2022	\$ 188,235	\$ 186,533	3/31/2025	(1)	3,730,663	Jefferson Street Capital, LLC., Attn: Brian Goldberg	Working Capital
1/13/2023	\$ 110,000	\$ 133,376	3/31/2025	(1)	2,667,515	LGH Investments, LLC, Attn: Lucas Hoppel	Working Capital
1/24/2023	\$ 660,000	\$ 798,477	3/31/2025	(1)	15,969,541	Blue Ocean Investments, Inc., Attn: Jerry Ou	Working Capital
1/24/2023	\$ 660,000	\$ 798,265	3/31/2025	(1)	15,965,310	Graham A. Gardner	Working Capital

3/7/2023	\$ 110,000	\$ 131,778	3/31/2025	(1)	2,635,570	LGH Investments, LLC, Attn: Lucas Hoppel	Working Capital
3/17/2023	\$ 192,000	\$ 206,518	3/31/2025	(1)	4,130,359	Mast Hill Fund, L.P., Attn: Patrick Hassani	Working Capital
4/14/2023	\$ 275,000	\$ 326,583	3/31/2025	(1)	6,531,664	MGR Limited Partnership, Attn: John Gaines	Working Capital
5/9/2023	\$ 55,000	\$ 63,310	3/31/2025	(1)	1,266,190	Lucas Ventures, LLC., Attn Lucas Hoppel	Working Capital
7/27/2020	\$ 275,000	\$ 489,131	3/31/2025	(1)	9,782,619	LGH Investments, LLC, Attn: Lucas Hoppel	Working Capital
1/31/2021	\$ 80,235	\$ 185,273	3/31/2025	(1)	3,705,459	Platinum Point Capital LLC., Attn: Brian Freifeld	Working Capital
4/15/2021	\$ 113,000	\$ 285,568	3/31/2025	(1)	5,711,353	Lucas Ventures, LLC., Attn Lucas Hoppel	Working Capital
10/10/2022	\$ 275,000	\$ 389,076	3/31/2025	(1)	7,781,521	Platinum Point Capital LLC., Attn: Brian Freifeld	Working Capital
	Total Outstanding Balance: \$ 9,443,033			Total Shares: 188,860,651			

The footnotes on the table are below:

- (1) Arms-length negotiation of convertible debt instruments that provided for the conversion price being \$0.05.
(2) Total number of shares that can be issued upon full conversion of the Outstanding balance, including interest

Signature:

Name of Principal Executive Officer or Principal Financial Officer: Antonio Estrada, Jr.

Title: CFO

Date: June 7, 2025

Signature: /s/ Antonio Estrada, Jr.