

## Management Certification

The undersigned, on behalf of Magellan Copper and Gold Corp. ("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.<sup>1</sup>

Transfer Agent: Olde Monmouth Stock Transfer Co., Inc.  
 Address: 200 Memorial Parkway  
 Atlantic Highlands, NJ 07716

<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.

William Hart  
Hart & Hart, LLC  
1624 N. Washington Street  
Denver, CO 80203

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): March 31, 2025

<b>Individual Name</b> (First, Last) <b>or</b> <b>Entity Name</b> (Include names of control person(s) if a corporate entity)	<b>Position/Company</b> <b>Affiliation</b> (ex: CEO, 5% Control person)	<b>City and State</b> (Include Country if outside U.S.)	<b>Number of</b> <b>Shares</b> <b>Owned</b> (List common, preferred, warrants and options separately)	<b>Class of</b> <b>Shares</b> <b>Owned</b>	<b>Percentage</b> <b>of Class of</b> <b>Shares</b> <b>Owned</b> (undiluted)
Gold Express Mines, Inc. (1)	5% Control Person	Walla Walla, WA	11,750,000	Common	34.6
John Gibbs	5% Control person	Ardmore, OK	4,296,445 (2)	Common	12.48
Gregory Schifrin	Director	Sandpoint, ID	1,535,715	Common	4.51
Howard Crosby	Director	Palm Desert, CA	90,000 (3)	Common	.27 (3)

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



- (1) John Ryan and Howard Crosby are Directors of the Company and Officers and Directors of Gold Express Mines, Inc.  
(2) John Gibbs total shares includes 714,286 shares held in Tripower Resources, LLC  
(3) Howard Crosby is an Officer and Director of Gold Express Mines, Inc.

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 <sup>2</sup>	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)
8-14-19	50,000	81,660	Demand	\$1.00	0	81,660	LP Funding, William Lutz	Loan
8-14-19	25,000	40,830	Demand	\$1.00	0	40,830	Elsa Sung	Loan
10-1-19	145,978	226,486	Demand	\$1.00	0	226,486	Clifford Neuman	Legal Services
7-1-20	125,000	143,133	Demand	\$0.50	0	286,266	Gregory Schifrin (1)	Property Acquisition
5-8-20	50,000	69,934	Demand	\$0.50	0	139,869	John Gibbs (2)	Loan
5-27-20	100,000	139,870	Demand	\$0.50	0	279,740	Andy Vanderploeg	Loan
7-14-20	25,000	34,601	Demand	\$0.50	0	69,202	Seafeld brothers Holding, Robert Hagg	Loan
9-10-20	25,000	34,283	Demand	\$0.50	0	68,566	Milton Datsopoulos	Loan
9-12-20	10,000	13,708	Demand	\$0.50	0	27,416	Deepak Malhotra	Loan

<sup>2</sup> 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.

2-10-21	110,000	152,287	Demand	Variable	0	1,585,243	Gold Express Mines, Inc. (3) (4)	Loan

Total Outstanding  
Balance:

Total Shares:

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

- (1) Gregory Schiffrin is a Diorector of the Company.
- (2) John Gibbs is 5% Control Person of the Company.
- (3) Golde Express Mines is a 5% Control Person of the Company.
- (4) John Ryan, Company CFO, Secretary and Director of the Company, and Howard Crosby, Director of the Company, are officers and directors of Gold Express Mines. Inc.

**Signature:**

Name of Principal Executive Officer or Principal Financial Officer: Michael Lavigne

Title: CEO

Date: April 23, 2025

Signature: 

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