

Management Certification

The undersigned, on behalf of Fifty 1 Labs, 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: Pacific Stock Transfer

Address: 6725 Via Austi Pkwy Suite 300 Las Vegas, NV 89119

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.

Dolkart Law PC
100 Pine Street, Suite 1250
San Francisco, CA 94111
415-707-2717
john@dolkartlaw.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): 6/23/2025

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)
Paul Arora	CEO	Vancouver, BC Canada	-	-	-
Alind Gupta	CTO	Vancouver, BC Canada	-	-	-
Nima Sakian	Chief Medical Officer	Vancouver, BC Canada	-	-	-
Richard Robins	Chief Business Development Advisor	Vancouver, BC Canada	-	-	-
James Orbinski	Senior Scientist	Vancouver, BC Canada	-	-	-
Edward Mill	Scientific Advisor	Vancouver, BC Canada	-	-	-
Glenn Sammis	Scientific Advisor	Vancouver, BC Canada	-	-	-
Kristian Thorlund	Scientific Advisor	Vancouver, BC Canada	-	-	-
Louis Dron	Strategic Advisor	Vancouver, BC Canada	-	-	-
Brandon Spikes	President	Charlotte, NC	857,142	Preferred B	10.665%
Brandon Spikes	President	Charlotte NC	3,800,000	Preferred A	100%
Robert Clark	Director	Melbourne, FL	-	-	-

Curtis Young	Director	Shelby, NC	-	-	-
Anthony Nicoletti	Non-affiliate	New York, NY	3,333,333	Preferred B	41.474%
R&J Management Group/Jamie Collins	Non-affiliate	Waxhas, NC	834,000	Preferred B	10.377%
Jermain Strong	Non-affiliate	Gastonia, NC	2,979,333	Preferred B	37.07%

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

a. Preferred A Stock Upon any liquidation, dissolution or winding up of the Company, whether voluntary or involuntary, before any distribution or payment shall be made to the holders of any stock ranking junior to the Series A Preferred Stock, the holders of the Series A Preferred Stock shall be entitled to be paid out of the assets of the Company an amount equal to \$1.00 per share or, in the event of an aggregate subscription by a single subscriber for Series A Preferred Stock in excess of \$100,000, \$0.997 per share (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to such shares) (the "Preference Value"), plus all declared but unpaid dividends, for each share of Series A Preferred Stock held by them. After the payment of the full applicable Preference Value of each share of the Series A Preferred Stock as set forth herein, the remaining assets of the Company legally available for distribution, if any, shall be distributed ratably to the holders of the Company's Common Stock. Conversion Formula. At the Conversion Time, each share of Series A Preferred Stock subject to conversion shall be convertible into 30 shares of Common Stock.

b. Preferred B Stock have the same liquidation rights as the holders of the Company's Common Stock. Series B Preferred Stock shall have full voting rights and powers equal to the voting rights and powers of the holders of Common Stock, and shall be entitled to notice of any stockholders' meeting in accordance with the bylaws of the Company (as in effect at the time in question) and applicable law, and shall be entitled to vote, together with the holders of Common Stock, with respect to any question upon which holders of Common Stock have the right to vote, except as may be otherwise provided by applicable law. Except as otherwise expressly provided herein or as required by law, the holders of Series B Preferred Stock and the holders of Common Stock and other series of the Company's preferred stock shall vote together as a single class. At the Conversion Time, each share of Series B Preferred Stock subject to conversion shall be convertible into 350 shares of Common Stock

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.)
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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.

11/1/2017	125,000	55,000	11/1/2019	Option to convert to Common Stock at par value	0	55,000,000	Asher Emma Revocable/Asher Emma has voting/investment control	Loan for Operating Capital
3/28/2020	50,000	39,328	3/28/2022	Option to convert to Common Stock at .00065	0	60,504,615	Richard Krey	Loan for Operating Capital
10/23/2023	5,000	6,202	10/23/2024	Option to convert to Common Stock	0	6,202,000	Matthew Nicoletti	Loan for Operating Capital
12/29/2023	6,000	7,275	12/29/2024	Option to convert to Common Stock	0	7,275,000	Matthew Nicoletti	Loan for Operating Capital
6/17/2024	13,370	15,075	6/17/2025	Option to convert to Common Stock	0	15,075,000	Matthew Nicoletti	Loan for Operating Capital
8/1/2024	20,000	0	8/1/2026	Option to convert to Common Stock at .0001	3,333,333	0	Anthony Nicoletti	Loan for Operating Capital
8/2/2024	5,100	5,100	8/2/2025	Option to convert to Common Stock	0	5,100,000	Matthew Nicoletti	Loan for Operating Capital
9/24/2024	100,000	107,500	9/24/2026	Option to convert to Common Stock at par value	0	107,500,000	Eduardo Lopes	Loan for Operating Capital
4/30/2025	11,900	11,900	4/30/2026	Option to convert to Common Stock	0	11,900,000	Matthew Nicoletti	Loan for Operating Capital
Total Outstanding Balance:		247,380	Total Shares:		3,333,333	268,556,615		

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

Signature:

Name of Principal Executive Officer or Principal Financial Officer: Robert Clark

Title: Director

Date: 6/23/2025

Signature: /s/Robert Clark

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