

Management Certification

The undersigned, on behalf of Mitesco, 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: Transhare Corporation
Bayside Center 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.

17755 US Highway 19 N
Suite 140
Clearwater FL 33764
© 2020 Transhare.com

Contact Information

Office (303) 662-1112
Fax (727) 269-5616
Email info@transhare.com

9. The Company's most recent Annual Report was prepared by:
Astra Audit & Advisory, LLC (6920)

Registration Status:

3702 West Spruce Street #1430, Tampa, FL 33607
Contact

Headquarters Address:

- info@astraaudit.com
- [813-441-9707](tel:813-441-9707)

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.

Joel D. Mayersohn, Member

Dickinson Wright, PLLC

350 East Las Olas Blvd

Suite 1750

Ft. Lauderdale FL 33301

Phone 954-991-5426

Fax 844-670-6009

Email: JMayersohn@dickinsonwright.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): 3/31/2025

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)
--	--	--	--	-----------------------------	--

MACK LEATH	CHAIR, CEO, CFO	BEAUFORT, SC	281,477	COMMON	2.52
JORDAN BALENCIC	DIRECTOR	LANCASTER, PA	260,644	COMMON	2.34
JOHN MITCHELL see #1	DIRECTOR	VERO BEACH, FL	302,023	COMMON	2.71
AMY LANCE	SECRETARY	BEAUFORT, SC	100,000	COMMON	0
MACK LEATH	SEE ABOVE	SEE ABOVE	2,400	SERIES X PREFERRED	12.18
JORDAN BALENCIC	SEE ABOVE	SEE ABOVE	2,400	SERIES X PREFERRED	12.18
JOHN MITCHELL see #1	SEE ABOVE	SEE ABOVE	2,400	SERIES X PREFERRED	12.18
Jim Clifton	Director	St. Simons, GA	75,000	Common	.006%
ANSON INVESTMENTS MASTER FUND LP, "TONY MOORE"	5% CONTROL PERSON	GRAND CAYMAN, CAYMAN ISLANDS	868,362	COMMON	7.68%

Note #1: Mitchell resigned from the Board on May 26, 2025 and has no further relationship with the Company

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

SERIES X PREFERRED SHARES HAVE SUPER VOTING RIGHTS EQUAL TO 400 SHARES OF COMMON PER SHARE OF SERIES X PREFERRED – ALL OF THIS FULLY DISCLOSED IN 10K AND S-1 – See table in S-1 for voting percents here :
<https://www.sec.gov/Archives/edgar/data/802257/000118518525000486/miti424b4051425.htm>

I could not get the table to format correctly here

Anson Funds, et al, owns in aggregate 868,362 shares of common stock, which represents 7.68% of the shares outstanding at this time, before giving effect to the Series X Preferred shares, which have super voting rights. After giving effect to the Series X Preferred shares, their voting control is 4.9%. We have asked them to provide disclosures including a personal disclosure form Tony Moore, see below.

Anson Advisors Inc and Anson Funds Management LP, the Co-Investment Advisers of Anson Investments Master Fund LP ("AIMF"), hold voting and dispositive power over the Common Shares held by AIMF. Tony Moore is the managing member of Anson Management GP LLC, which is the general partner of Anson Funds Management LP. Moez Kassam and Amin Nathoo are directors of Anson Advisors Inc. Mr. Moore, Mr. Kassam and Mr. Nathoo each disclaim beneficial ownership of these Common Shares except to the extent of their pecuniary interest therein. The principal business address of AIMF is Maples Corporate Services Limited, PO Box 309, Uglund House, Grand Cayman, KY1-1104, Cayman Islands

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.)

Total Outstanding Balance:

Total Shares:

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

Signature:

Name of Principal Executive Officer or Principal Financial Officer: _____

Title: CEO

Date: 06-26-2025

Signature: /s/ Mack Leath

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

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.