

Management Certification

The undersigned, on behalf of ECGI Holdings, 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, Nevada 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.

Jamie Steigerwald, Charman and President; Charles Smith Consultant

10. The Company's Officers, Directors and 5% Beneficial Owners 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% beneficial owner)	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)
Jamie Steigerwald	Owner of more than 5%, Chairman, President, CFO, and Secretary	Lake Forest, CA	1	Series B Preferred	100%
Simon Yu	CEO	Los Angeles, CA	0	n/a	n/a
EROP Enterprises, LLC (Vince Sbarra)	Owner of more than 5%	Roswell, GA	13,333,333	Series D Preferred	5.66%

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

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) (14)	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.)
3/16/21	\$6,448,333	\$2,940,592	Demand	Principal debt is payable by way of shares issued at market price until settled in full (1)	61,500,000	2,673,265,455	EROP Enterprise, LLC (Vince Sbara)	Debt settlement under Section 3(a)(10)
3/25/21	\$28,600	\$39,848	3/21/23	Convertible note (2)	-	60,375,758	Wayne Wong	Loan
5/19/21	\$428,572	\$416,992	5/18/23	Convertible note (3)	196,739,543	631,806,061	Jimmy Chan	Loan
6/24/21	\$400,000	\$181,875	6/24/24	Convertible note (4)	6,200,395	194,518,717	SRAX (Chris Miglino)	Loan
10/28/21	\$102,960	\$137,363	10/28/22	Convertible note (5)	-	208,125,758	K&J Funding (c/o Todd Violette)	Loan
4/19/23	\$85,714	\$102,396	4/19/24	Convertible note (6)	-	155,145,455	Jimmy Chan	Loan
2/15/22	\$20,000	\$25,828	2/15/24	Promissory Note	-	27,623,529	Silicon Beach (Adan Section)	Loan
5/10/22	\$210,000	\$268,935	5/10/23	Convertible note (7)	625,000	407,477,273	Vuvu Venture Inc. (Todd Violette)	Loan

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.

6/1/23	\$350,000	\$457,917	7/1/23	Convertible note (8)	-	416,288,182	Macau Equity Group LLC (Brian Brick)	Loan
9/24/23	\$35,750	\$40,874	9/18/24	Convertible note (9)	-	61,930,303	Vuvu Venture Inc. (Todd Violette)	Loan
12/19/23	\$57,000	\$63,760	12/19/24	Convertible note (10)	-	96,606,061	LMKC Capital LLC (Jimmy Chan)	Loan
4/24/24	\$55,000	\$59,675	4/24/25	Convertible Note (11)	-	90,416,667	LMKC Capital LLC (Jimmy Chan)	Loan
5/15/24	\$125,000	\$136,917	5/15/25	Convertible Note (12)	-	207,450,000	LMKC Capital LLC (Jimmy Chan)	Loan
7/3/24	\$125,000	\$135,037	7/3/25	Convertible Note (13)	-	204,601,515	LMKC Capital LLC (Jimmy Chan)	Loan
Total Outstanding Balance:		\$5,008,009	Total Shares:		625,000	1,484,770,000		

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

(14) Includes accrued interest which remains outstanding as of February 28, 2024.

(1) On March 16, 2021, the Company entered into a settlement agreement with EROP Enterprises, LLC, a Florida limited liability corporation owned by Vince Sbarra, a non-related party to the Company, for a debt claim purchased from Northern California Holdings, Inc. Effective May 4, 2021, amounts payable in the original principal amount of \$6,448,333 (the "Settlement Value") became subject to a court order in which the Settlement Value is to be paid through issuance of common stock at market prices upon issuance under Section 3(a)10 of the Securities Act of 1933. In the quarter ended May 31, 2024, the Company and EROP Enterprises, LLC agreed to settle \$2 million of an outstanding settlement payable by way of issuance of shares of a newly designated class of the Company's Preferred Stock, Series D Preferred Stock.

(2) On March 25, 2021, the Company issued a ten percent (10%) convertible note (the "10% Convertible Note") in the original principal amount of \$28,600 and original issue discount of \$8,600 per the terms of the 10% Convertible Note, the maturity date March 25, 2022, the annual rate of interest is ten percent (10%), and the principal and accrued interest could be converted, at the sole discretion of the note holder, into shares of the Company's common stock at 60% of the offering price for the common stock pursuant to Regulation A under the Securities Act of 1933.

(3) On May 19, 2021, the Company issued a ten percent (10%) convertible note payable (the "10% Convertible Note") in the original principal amount of \$428,572 and original issue discount of \$128,572. Per the terms of the 10% Convertible Note, the maturity date May 19, 2022, the annual rate of interest is ten percent (10%), and the principal and accrued interest could be converted, at the sole discretion of the note holders (the "Holders"), into shares of the Company's common stock at 60% of the offering price for the common stock pursuant to Regulation A under the Securities Act of 1933.

(4) The Company entered into a Convertible Note on June 24, 2021, based upon a media buy contractual arrangement, or platform agreement, requiring a prepayment to be effected for the delivery of goods and services, a precognition which this Note satisfied. This is the SRAX Convertible Note #1 and has a maturity date of June 24, 2024, and the principal and accrued interest can be converted, at the sole discretion of the note holder into shares of the Company's common stock at the lesser of (i) \$0.38 (the "Set Conversion Price") or (ii) 85% of the lesser of (a) the five-day

volume weighted average price commencing on the trading day immediately preceding the conversion date. The conversion features were determined to be a derivative liability and were recorded as debt discounts and amortized over the term of the note.

(5) On October 28, 2021, the Company issued a ten percent (10%) convertible note payable (the “10% Convertible Note”) in the original principal amount of \$102,960 and original issue discount of \$30,960. Per the term of the 10% Convertible Note, the maturity date October 28, 2021, the annual rate of interest is ten percent (10%), and the principal and accrued interest could be converted, at the sole discretion of the note holders (the “Holders”), into shares of the Company’s common stock at 60% of the offering price for the common stock pursuant to Regulation A under the Security Act of 1933.

(6) The Company entered into a convertible note on April 19, 2023, the Company issued a ten percent (10%) convertible note payable (the “Jimmy Note”) in the original principal amount of \$85,714, the maturity date April 19, 2024, , and the principal and accrued interest could be converted, at the sole discretion of the note holders (the “Holders”), into shares of the Company’s common stock at 60% of the lowest trading price of the 20 prior trading days immediately preceding the Conversion Date. The conversion features were determined to be a derivative liability and were recorded as debt discounts and amortized over the term of the note. Therefore, the total debt discount at the inception date of the convertible note was \$85,714. As of November 30, 2023, the outstanding balance of the loan is \$90,967 which included \$5,253 of interest accrual.

(7) On May 10, 2022, the Company issued a ten percent (10%) convertible note payable (the “10% Convertible Note”) in the original principal amount of \$210,000 and original issue discount of \$60,000. Per the term of the 10% Convertible Note, the maturity date May 10, 2022, the annual rate of interest is ten percent (10%), and the principal and accrued interest could be converted, at the sole discretion of the note holders (the “Holders”), into shares of the Company’s common stock at 60% of the offering price for the common stock pursuant to Regulation A under the Security Act of 1933.

(8) The Company assumed a convertible promissory note on June 1, 2023 from the acquisition of East West, the Company issued a five percent (5%) convertible note payable (the “Macau Note”) in the original principal amount of \$350,000, the maturity date July 1, 2023.

(9) On September 24, 2023, the Company issued a ten percent (10%) convertible note payable (the “10% Convertible Note”) in the original principal amount of \$35,750 and original issue discount of \$10,750. Per the term of the 10% Convertible Note, the maturity date September 18, 2024, the annual rate of interest is ten percent (10%), and the principal and accrued interest could be converted, at the sole discretion of the note holders (the “Holders”), into shares of the Company’s common stock at 60% of the lowest traded price of the last 20 days of the Common Stock.

(10) The Company entered into a convertible note on December 19, 2023, the Company issued a ten percent (10%) convertible note payable (the “LMKC Capital, LLC”) in the original principal amount of \$57,000, the maturity date December 19, 2024, , and the principal and accrued interest could be converted, at the sole discretion of the note holders (the “Holders”), into shares of the Company’s common stock at 60% of the lowest trading price of the 20 prior trading days immediately preceding the Conversion Date.

(11) The Company issued a ten percent (10%) convertible note payable (the “LMKC Capital, LLC”) in the original principal amount of \$55,000, the maturity date April 24, 2025, , and the principal and accrued interest could be converted, at the sole discretion of the note holders (the “Holders”), into shares of the Company’s common stock at 60% of the lowest trading price of the 20 prior trading days immediately preceding the Conversion Date.

(12) The Company issued a twelve percent (12%) convertible note payable (the “LMKC Capital, LLC”) in the original principal amount of \$125,000, the maturity date May 15, 2025, , and the principal and accrued interest could be converted, at the sole discretion of the note holders (the “Holders”), into shares of the Company’s common stock at 60% of the lowest trading price of the 20 prior trading days immediately preceding the Conversion Date.

(13) The Company issued a twelve percent (12%) convertible note payable (the “LMKC Capital, LLC”) in the original principal amount of \$125,000, the maturity date July 3, 2025, , and the principal and accrued interest could be converted,

at the sole discretion of the note holders (the “Holders”), into shares of the Company’s common stock at 60% of the lowest trading price of the 20 prior trading days immediately preceding the Conversion Date.

Signature:

Name of Principal Executive Officer or Principal Financial Officer: Jamie Steigerwald

Title: President

Date: 6/30/2025

Signature: /s/ Jamie Steigerwald

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