



Management Certification

The undersigned, on behalf of VGTel 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.

X

☒ 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.
Yes

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.
Yes

6. The Company understands and acknowledges its obligations to report company-related actions pursuant to Exchange Act Rule 10b-17 and FINRA Rule 6490.
Yes

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.

Yes

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.

Transfer Agent: Securities Transfer Corporation
Address: 2901 N Dallas Parkway, Suite 380
Plano, Texas, 75093

9. The Company's most recent Annual Report was prepared by: Ken Williams, CEO

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.

Ken Williams, CEO

Paul Khan, Consultant

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 30, 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)
Ken Williams	CEO/Director	Miami, Florida	400,000	Convertible Preferred	40%
Paul Khan	5% Control person	Toronto, Canada	99,000	Convertible Preferred	9.9%

Juan Salazar	5% Control person	Miami Gardens, Florida	90,000	Convertible Preferred	9%
Legion Financial Consultants Ltd. (Joel Tombran)	5% Control person	Toronto, Canada	99,000	Convertible Preferred	9.9%
Juan Salazar	5% Control person	Hialeah, Florida	90,000	Convertible Preferred	9%
Kendrick Williams	5% Control person, Director	Miami, Florida	153,000	Convertible Preferred	15.3%
Mark Hanson	Officer	Madison, Wisconsin	None		*
Branalex Financial Group Inc. (Stephen Taub)	5% Control person	Toronto, Canada	99,000	Convertible Preferred	9.9%

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

Convertible Preferred Stock. With regards to Convertible Preferred Stock, it has the following rights and preferences:

1. Convertible Preferred Stock holders have the right to vote on an as-converted basis.
2. Convertible Preferred Stock may be converted into common shares at a ratio of 1:1,000,000 (1 Convertible Preferred Share converts into 1,000,000 common shares). This conversion ratio is not subject to adjustment.
3. Convertible Preferred Stock is not subject to dilution.
4. Convertible Preferred Stock is not subject to adverse effects resulting from any reverse stock splits.
5. Holders who are non-directors may only convert their Convertible Preferred Shares into common shares if such conversion does not result in their beneficial ownership exceeding 9.9% of the Corporation's currently issued and outstanding common shares.

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	Name of Noteholder (entities must have individual with voting / investment control disclosed)	Reason for Issuance (e.g., Loan, Services, etc.)
03/17/25	100,000	101,521	03/17/26	50% Discount to Market	0	338,403,333	Stanley Watson	Advances and Services Rendered
11/01/24	750,000	784,445	11/01/25	50% Discount to Market	0	2,614,816,666	Ken Williams	Officer and Directors Agreement
11/01/24	250,000	261,307	11/01/25	50% Discount to Market	0	871,023,333	Paul Khan	Consulting and Services Agreement
11/01/24	250,000	261,307	11/01/25	50% Discount to Market	0	871,023,333	Orvil Ratliff	Consulting and Services Agreement
8/26/22	66,000	40,372	9/25/22	The lower of 40% Discount to Market or \$0.0001	0	403,720,000	Charles Stevens	Convertible Promissory Note
09/07/22	38,500	78,480	03/07/23	The lower of 40% Discount to Market or \$0.0001	0	784,800,000	Charles Stevens	Convertible Promissory Note
10/05/22	38,500	78,448	02/02/23	The lower of 40% Discount to Market or \$0.0001	0	784,480,000	Charles Stevens	Convertible Promissory Note
11/01/22	13,750	27,729	03/01/23	The lower of 40% Discount to Market or \$0.0001	0	277,290,000	Charles Stevens	Convertible Promissory Note
12/20/22	15,000	29,702	04/19/23	The lower of 40% Discount to Market or \$0.0001	0	297,020,000	Charles Stevens	Convertible Promissory Note
02/07/23	19,000	40,833	09/07/23	The lower of 40% Discount to Market or \$0.0001	0	408,330,000	Charles Stevens	Convertible Promissory Note
Total Outstanding Balance:		1,704,144	Total Shares:		0			

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

Signature:

Name of Principal Executive Officer or Principal Financial Officer: Ken Williams

Title: CEO

Date: July 8, 2025

Signature: /s/ Ken Williams

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

OTC Markets Group Inc.
Management Certification (Version 1.3 April 2025)

