

Dalrada Financial Corp.

Amendment to Management Certification for 06/30/2025 originally published through the OTC Disclosure & News Service on [08/08/2025](#)

Explanatory Note:

Requested Management Certification page 1 correction

***This coversheet was automatically generated by OTC Markets Group based on the information provided by the Company. OTC Markets Group has not reviewed the contents of this amendment and disclaims all responsibility for the information contained herein.*

Management Certification

The undersigned, on behalf of Dalrada Financial 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.¹

Transfer Agent:

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.

Standard Transfer Company

440 East 400 South, Suite 200

Salt Lake City, UT 84111

Phone: (801) 571-8844; Fax: (801) 328-4058

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.

Kyle McCollum, Company CFO

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): ____

Name (First, Last)	Position/company affiliation (ex: CEO, 5% control person)	City and State (And Country if outside US)	Number of Shares Owned (List common, preferred, warrants and options separately)	Class of shares owned	Percentage of Class of Shares Owned (undiluted)
Brian Bonar	CEO, Director	Rancho Santa Fe, CA	6,054,893	Common	5.4%
Brian Bonar	CEO, Director	Rancho Santa Fe, CA	1,500,000	Warrants	
Brian Bonar	CEO, Director	Rancho Santa Fe, CA	5,000	Preferred Series F (1)	
Brian Bonar	CEO, Director	Rancho Santa Fe, CA	4,537	Preferred Series G (2)	
Brian Bonar	CEO, Director	Rancho Santa Fe, CA	247	Preferred Series H (3)	
Brian Bonar	CEO, Director	Rancho Santa Fe, CA	979	Preferred Series I (4)	
Pauline Gourdie	Director	San Diego, CA	1,500,000	Warrants	
Brian Kendrick	Director	Mission Viejo, CA	1,500,000	Warrants	

Anthony Zolezzi	Director	Boca Raton, FL	1,500,000	Warrants	
Vincent Monteparte	Director	San Diego, CA	1,500,000	Warrants	
Amy Scannell	Director	Alexandria, VA	1,500,000	Warrants	
Heather McMahon	Director	Springfield, VA	250,000	Warrants	
Kyle McCollum	CFO	San Marcos, CA	500,000	Warrants	
Kyle McCollum	CFO	San Marcos, CA	1,000,000	Options	
Roger Campos	Director	Baltimore, MD	1,000,000	Warrants	

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

- (1) Each share of Series F Super Preferred Stock shall entitle the holder to equal to the greater of (i) One Hundred Thousand (100,000) votes for each share of Series F Super Preferred Stock or (ii) the number of votes equal to the number of all outstanding shares of Common Stock, plus one additional vote such that the holders of Series F Super Preferred Stock shall always constitute a majority of the voting rights of the Corporation. In any vote or action of the holders of the Series F Super Preferred Stock voting together as a separate class required by law, each share of issued and outstanding Series F Super Preferred Stock shall entitle the holder thereof to one vote per share. The holders of Series F Super Preferred Stock shall vote together with the shares of Common Stock as one class.
- (2) The holders of shares of Series G Convertible Preferred Stock shall have the right to convert each share of Series G Convertible Preferred Stock into 2,177 shares of common stock, par value \$0.01 per share ("Common Stock") of the Corporation at a price equal to \$0.30 per share of Common Stock.
- (3) The holders of shares of Series H Convertible Preferred Stock shall have the right to convert each share of Series H Convertible Preferred Stock into 3,029 shares of common stock, par value \$0.01 per share ("Common Stock") of the Corporation at a price equal to \$0.10 per share of Common Stock.
- (4) The holders of shares of Series I Convertible Preferred Stock shall have the right to convert each share of Series I Convertible Preferred Stock into 5,000 shares of common stock, par value \$0.01 per share ("Common Stock") of the Corporation at a price equal to \$0.167 per share 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.

Total Outstanding
Balance:

Total Shares:

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

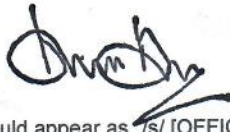
Signature:

Name of Principal Executive Officer or Principal Financial Officer: Brian Bonar

Title: CEO

Date: 8/8/25

Signature: _____



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