



Management Certification

The undersigned, on behalf of **Resonate Blends, 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: ClearTrust, LLC

Address: 16540 Pointe Village Drive, Suite 210, Lutz, Florida 33558

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.

Eric Newlan, Esquire, Newlan Law Firm, PLLC, Outside Counsel of the Company.

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): August 11, 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)
James Zimble	President, CFO, Secretary, Director	Nesconset, New York	-0-	Common Stock	0.00%
			-0-	Series C Preferred Stock	0.00%
			-0-	Series F Preferred Stock	0.00%
James Morrison	5% Owner, Director	West New York, New Jersey	-0-	Common Stock	0.00%
			2,000,000	Series C Preferred Stock	100%
			-0-	Series F Preferred Stock	0.00%
Emergent Health Corp. (James Zimble, CEO)	5% Owner	North Bergen, New Jersey	-0-	Common Stock	0.00%
			-0-	Series C Preferred Stock	0.00%
			1,000	Series F Preferred Stock	100%

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

☐ 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 ⁵	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)
7/22/2019	167,750	75,532	6/9/2023	Variable conversion price: 25% discount to market	-0-	19,942,442	Auctus Fund Management, LLC (Lou Posner)	Loan
1/28/2022	275,000	324,364	10/28/2022	Variable conversion price: 25% discount to market	-0-	87,370,774	BHP Capital NY, LLC (Bryan Pantofel)	Loan
1/28/2022	275,000	324,364	10/28/2022	Variable conversion price: 25% discount to market	-0-	87,370,774	Jefferson Street Capital, LLC (Brian Goldberg)	Loan
9/8/2022	600,000	707,704	3/8/2023	The lower of (a) VWAP for 20 days preceding note issuance or (b) VWAP for 20 days preceding conversion date	-0-	321,683,636	AJB Capital Investments, LLC (Ari Blaine)	Loan
3/4/2024	280,000	323,462	9/4/2024	The lower of (a) VWAP for 20 days preceding note issuance or (b) VWAP for 20 days preceding conversion date	-0-	147,482,727	AJB Capital Investments, LLC (Ari Blaine)	Loan
3/29/2024	280,000	321,792	9/29/2024	Fixed conversion price of \$.035 per share	-0-	9,194,057	Ray Vollintine	Loan
4/4/2025	25,000	25,715	10/4/2024	The lower of (a) VWAP for 20 days preceding note issuance or (b) VWAP for 20 days preceding conversion date	-0-	6,789,439	AJB Capital Investments, LLC (Ari Blaine)	Loan
8/9/2023	55,000	59,428	11/9/2023	Fixed conversion price of \$.035 per share	-0-	15,690,561	John Mansour	Loan
8/1/2023	265,000	287,525	11/1/2023	Fixed conversion price of \$.035 per share	-0-	75,914,191	Emanuel Mansour	Loan
10/13/2022	55,000	56,674	4/3/2024	Fixed conversion price of \$.035 per share	-0-	14,963,432	Scott Randolph	Loan
10/27/2023	57,500	75,500	4/27/2023	Fixed conversion price of \$.035 per share	-0-	19,933,993	Paul Becker	Loan

⁵ 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.

9/28/2023	25,000	27,082	1/12/2023	Fixed conversion price of \$.035 per share	-0-	7,150,363	Marving Mansour	Loan
2/7/2023	25,000	27,708	2/7/2024	Fixed conversion price of \$.035 per share	-0-	7,315,644	Bert Richards	Loan
9/28/2023	35,000	35,000	9/28/2024	Fixed conversion price of \$.035 per share	-0-	9,240,924	Marvin Mansour	Loan
7/20/2020	25,000	32,753	8/20/2024	Fixed conversion price of \$.035 per share	-0-	8,647,656	Mark Curtis	Loan
7/20/2020	25,000	32,753	8/20/2024	Fixed conversion price of \$.035 per share	-0-	8,647,656	Chris Fisher	Loan
7/20/2020	100,000	131,257	8/20/2024	Fixed conversion price of \$.035 per share	-0-	34,655,314	Ramon Camacho	Loan
Total Outstanding Balance:		\$2,102,933	Total Shares:		-0-	687,309,593		

Any additional material details, including footnotes to the table are below: None.


Signature:

Name of Principal Executive Officer or Principal Financial Officer: **James Zimbler**

Title: **Chief Executive Officer**

Date: **August 11, 2025**

Signed by:



Signature: _____

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