

BitFrontier Capital Holdings, Inc.

Amendment to Management Certification for 12/31/2024 originally published through the OTC Disclosure & News Service on [06/06/2025](#)

Explanatory Note:

This Amended Management Certification updates the Company's officers, directors, and 5% control persons following the July 21, 2025 change of control, corrects the description of preferred stock classes, and reflects the July 24, 2025 amendment of convertible debt held by Jeffrey Mutual. No other changes have been made to the Original Filing.

***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 BitFrontier Capital 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 Parkway, Ste 300 Las Vegas, NV 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.

Douglas B. Vaughn, CFO
Jonathan D. Leinwand, P.A.

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 16, 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)
Jordan P. Balencic, D.O.	CEO, controlling shareholder (Pref D)	Lancaster, PA	51 (Pref D – super-voting)	Pref D	100%
Andrew Gilton	Former CEO, 5%+ shareholder	Lathrop, CA	6,250,000	Pref C	25.2%
Andrew Gilton	Former CEO, 5%+ shareholder	Lathrop, CA	20,000,000	Pref F	100%
Bryan Wilkinson	5%+ shareholder (Pref C)	New Bern, NC	4,000,000	Pref C	16.2%
Tom Corker	5%+ shareholder (Pref C)	Boise, ID	3,750,000	Pref C	15.2%
Tom Ellison	5%+ shareholder (Pref C)	Corinth, TX	3,750,000	Pref C	15.2%
Jason Holcomb	5%+ shareholder (Pref C)	Little Elm, TX	3,750,000	Pref C	15.2%
Brian Althizer	5%+ shareholder (Pref C)	Vanceboro, NC	1,250,000	Pref C	5.1%
Jeffrey Mutual	Noteholder; 9.9% beneficial ownership limitation	Oxford, MI	Convertible debt (max 200,000,000 common shares)	Common	**9.9% cap
Douglas Vaughn	Outside contract accountant (not officer or director)	Memphis, TN	—	—	—

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

Preferred Stock Conversion Rights

The Company has three series of preferred stock outstanding: Series C, Series D, and Series F.

- Series C Preferred Stock converts into common stock at a rate of 1:2.
- Series F Preferred Stock converts into common stock at a rate of 1:2.
- Series D Preferred Stock consists of 51 super-voting shares, representing 51% of the Company's total voting power, and is not convertible into common stock.

** Pursuant to the Amended and Restated Convertible Note Agreement dated July 24, 2025, Mr. Mutual holds outstanding convertible debt instruments originally issued between February 19, 2021 and December 13, 2022. These instruments are convertible at \$0.01 per share of common stock, subject to a maximum cumulative issuance of 200,000,000 shares and a 9.9% beneficial ownership limitation at any given time. During the fiscal year ended June 30, 2025, Mr. Mutual converted approximately 210,000,000 shares of common stock. The amendment eliminated all variable-rate conversion provisions from his debt instruments and included a full mutual release of claims.

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.)
<u>02/19/21</u>	238,144	340,412	<u>02/19/23</u>	50% of lowest trading price of preceding 10 day period or \$0.005 per share	0	1,702,060	Jeffrey Mutual	
<u>04/16/21</u>	400,000	565,555	04/16/23	50% of lowest trading price of preceding 10 day period or \$0.005 per share	0	2,827,777	Jeffrey Mutual	
<u>05/13/21</u>	135,000	189,187	05/13/23	50% of lowest trading price of preceding 10 day period or \$0.005 per share	0	945,937,500	Jeffrey Mutual	
<u>06/14/21</u>	100,000	139,748	06/14/23	50% of lowest trading price of preceding 10	0	648,745,000	Jeffrey Mutual	

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.

				day period or \$0.005 per share				
<u>08/05/21</u>	74,328	102,796	08/05/23	50% of lowest trading price of preceding 10 day period or \$0.005 per share	0	513,983,444	Jeffrey Mutual	
<u>10/5/21</u>	155,000	211,747	10/05/23	50% of lowest trading price of preceding 10 day period or \$0.005 per share	0	1,053,736,111	Jeffrey Mutual	
<u>11/19/21</u>	150,000	203,041	11/19/23	50% of lowest trading price of preceding 10 day period or \$0.005 per share	0	1,015,238,333	Jeffrey Mutual	
<u>11/5/22</u>	25,000	31,333	11/15/24	50% of lowest trading price of preceding 10 day period or \$0.005 per share	0	156,666,666	Jeffrey Mutual	
<u>12/13/22</u>	250,000	310,138	12/13/24	50% of lowest trading price of preceding 10 day period or \$0.005 per share	0	1,550,694,444	Jeffrey Mutual	

Total Outstanding Balance: 2,032,456**

Total Shares: 0 10,469,809,275

**As amended July 24, 2025, the notes are fixed at \$0.01 per share with a cumulative maximum issuance of 200,000,000 shares. The prior variable-rate conversion mechanics disclosed above have been superseded.

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

Convertible debt held by Jeffrey Mutual originated from multiple issuances between February 19, 2021 and December 13, 2022. As amended on July 24, 2025, these notes are convertible at \$0.01 per share of common stock, with a cumulative maximum issuance of 200,000,000 shares and a 9.9% beneficial ownership limitation at any given time. The amendment eliminated all variable-rate conversion provisions from these debt instruments and included a full mutual release of claims. During the fiscal year ended June 30, 2025, Mr. Mutual converted approximately 210,000,000 shares of common stock. The remaining principal balance is convertible on demand, subject to the same terms.

Signature:

Name of Principal Executive Officer or Principal Financial Officer: Jordan P. Balencic, D.O.

Title: CEO

Date: 08/16/2025

Signature: /s/Jordan P. Balencic, D.O.

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