

Management Certification

The undersigned, on behalf of Voip-Pal.com 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: New Horizon Transfer Inc.
 Address: Suite 202-515 West Pender Street, Vancouver, BC V6B 6H5 Canada

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.

Jin Kuang, 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): 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% 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)
Emil Malak	CEO, Director	Vancouver, BC Canada	2,419,109,945 ⁽¹⁾	Common	2.07%
Emill Malak	CEO, Director	Vancouver, BC Canada	926,438 ⁽²⁾	Series A Preferred	100 %
Gavin McMillan	President	Maple Ridge, BC Canada	49,100,000 ⁽³⁾	Common	0.04%
Jin Kuang	CFO	Vancouver, BC Canada	29,207,606 ⁽⁴⁾	Common	0.11%
Kevin Williams	Director	Fort Worth TX	106,171,885 ⁽⁵⁾	Common	0.17%
Dennis Chang	Director	Seattle, WA	96,647,595 ⁽⁶⁾	Common	0.04%
Clifton Saylor	Director	Great Falls, VA	215,372,927 ⁽⁷⁾	Common	3.14%
Austin McDonald	Director	Wilmington, DE	67,613,717 ⁽⁸⁾	Common	0.18%

(1) Includes 76,215,946 shares held by Barbara Baggio, the spouse of Mr. Malak, plus warrants to purchase 2,297,893,999 shares and options to purchase 45,000,000 shares each held by Mr. Malak directly.

(2) Preferred Shares carry super-voting rights with each share issued having the equivalent of 1,550 votes. Preferred shares are not convertible into or exchangeable for common shares or any other equity in the Company, nor are they redeemable for cash. Preferred shares do not pay dividends and cannot be sold, exchanged or transferred to another party.

(3) Includes 1,600,000 shares, plus warrants to purchase 40,000,000 shares and options to purchase 7,500,000 shares.

(4) Includes 4,207,606 shares plus warrants to purchase 25,000,000 shares.

(5) Includes 6,171,885 shares, plus warrants to purchase 90,000,000 shares and options to purchase 10,000,000 shares.

(6) Includes 1,647,595 shares, plus warrants to purchase 85,000,000 shares and options to purchase 10,000,000 shares.

(7) Includes 87,333,334 shares held by the Saylor Marketing, Inc., Profit Sharing Plan, of which Mr. Saylor is the trustee, 8,629,846 shares held by Mr. Saylor jointly with his spouse, and 19,409,747 shares held by Mr. Saylor directly, plus

warrants to purchase 80,000,000 shares and options to purchase 20,000,000 shares each held by Mr. Saylor directly.

- (8) Includes 5,841,717 shares, 530,000 shares held by spouse and 242,000 share held by daughter, plus warrants to purchase 61,000,000 shares.

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

N/A

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.)

Total Outstanding Balance:

Total Shares:

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

N/A

Signature:

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.

Name of Principal Executive Officer or Principal Financial Officer: Emil Malak

Title: CEO

Date: August 19, 2025

Signature: /s/Emil Malak

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