

Management Certification

The undersigned, on behalf of **WEALTHCRAFT CAPITAL, 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 Company
800.785.7782

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.

<http://pacificstocktransfer.com>

6725 Via Austi Parkway
Suite 300
Las Vegas, NV 8911

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.

Ronald J. Stauber, Esq.
Stauber Law Offices
9440 Santa Monica Boulevard
Suite 301
Beverly Hills, CA 90210
310.556.0080
ronstauber@stauber.com

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): February 6, 2026

Individual Name (First, Last) or Entity Name (Include names of control person(s) if a corporate entity)	Position/Company Affiliation (ex: CEO, \geq 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)
William Mayhew, Jr.	Control person, officer and director	Santa Monica, CA	71,422,000	Common Stock	48.198%
37 CFS Holdings LLC (1) Josh Koplewicz		Wilmington, Delaware	12,798,425	Common	8.637%

<p>Nordberg Management Group LLC</p> <p>(2)</p> <p>Brent Norton G. Hopkins</p>		<p>Los Angeles, California</p>	<p>8,133,859</p>	<p>Common</p>	<p>5.489 %</p>
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Any additional material details, including conversion terms of any class of the issuer's equity securities, are below:

(1) 37 CFS Holdings LLC registered agent is Tim Pratts, Corporate Creations Network Inc., 3411 Silverside Road, Suite 104, Wilmington, Delaware.

(2) Nordberg Management Group LLC registered agent is Brent Norton, 11937 Gorham Ave #1, Los Angeles, California.

(3) Beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission and generally includes voting or investment power with respect to securities. Unless otherwise indicated below, to our knowledge, the persons and entities named in the table have sole voting and sole investment power with respect to all shares beneficially owned, subject to community property laws where applicable. Shares of the Company's Common Stock subject to options or warrants that are currently exercisable or exercisable within 60 days of the Record Date are deemed to be outstanding and to be beneficially owned by the person holding the options or warrants for the purpose of computing the percentage ownership of that person but are not treated as outstanding for the purpose of computing the percentage ownership of any other person.

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

Date of Note Issuance	Principal Amount at Issuance (\$)	Outstanding Balance (\$) (include accrued interest) (1) December 31, 2025	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 Noteholders (entities must have individual with voting/investment control disclosed)	Reason for Issuance (e.g., Loan, Services, etc.)
March 27, 2017	\$50,000	\$0.00	On Demand	Convertible at the option of the holder at \$.25	0	0	Geaux Industries William Mayhew, Jr.	Working Capital
March 20, 2018	\$20,000	\$0.00	December 31, 2020	Convertible at the option of the holder at \$.25	0	0	Anthony and Elena Riccio	Working Capital
March 27, 2018	\$25,000	\$0.00	December 31, 2020	Convertible at the option of the holder at \$.25	0	0	John MacPhail	Working Capital
March 30, 2018	\$150,000	\$0.00	December 31, 2020	Convertible at the option of the holder at \$.25	0	0	Katell Productions LLC [The Company is informed and believes that Gerald L Katell is the manager of Katell Productions LLC – the control person.]	Working Capital

April 25, 2018	\$25,000	\$0.00	December 31, 2020	Convertible at the option of the holder at \$.25	0	0	Andrew Galloway Family Trust [The Company is informed and believes that Andrew Galloway is the controlling Trustee note.]	Working Capital
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The above table of the Company's Convertible Debt included 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 prior to the application of the statute of limitations prior to December 31, 2025.

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

(1) In California, the statute of limitations for enforcing the Notes depends on the nature of the note, i.e., written promissory note, four (4) years from the date of breach or default, governed by California Code of Civil Procedure § 337, or a negotiable instrument (e.g., check, draft, or promissory note under the Uniform Commercial Code, Article 3), six (6) years from the due date or date of demand, governed by California Commercial Code § 3118. For the avoidance of doubt, while the statute of limitations on an action in an obligation, liability, or contract is four (4) years, Commercial Code § 3118(a) gives a statute of limitations of six (6) years for an action to be enforced on the party to pay on certain promissory notes, depending on the contents thereof. This time period starts from the due date that is listed on the note.

(2) The Company was in default on its convertible promissory notes which provide legal remedies for satisfaction of defaults, none of which creditors had pursued their legal remedies. The Company continued to accrue interest at the promissory note rates. The Company had classified all loan amounts as a current liability obligation until it applied the statute of limitations time barring the enforcing of the Notes.

(4) The legal consequences of the statute of limitations bar for enforcing the Notes and does not extend to potential equitable defenses, bankruptcy implications, or the effect of fraud or concealment in tolling the statute.

Signature:

Name of Principal Executive Officer or Principal Financial Officer:

President
February 6, 2026
/s/ William Mayhew, Jr.
William Mayhew, Jr.

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

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