

# TAP Real Estate Technologies, Inc.

Amendment to [Management Certification](#) for 12/31/2025 originally published through the OTC Disclosure & News Service on 03/09/2026

## Explanatory Note:

Amended to include control person names for corporate noteholders in Item 11.

*\*\*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 TAP Real Estate Technologies, 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.  
Yes

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.

The Company is duly organized and in good standing under the laws of the State of Delaware.

6. The Company understands and acknowledges its obligations to report company-related actions pursuant to Exchange Act Rule 10b-17 and FINRA Rule 6490.

Yes, The Company acknowledges this.

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.

Yes, The Company acknowledges this.

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.<sup>1</sup>

Transfer Agent:  
Pacific Stock Transfer Company

Address:  
6725 Via Austi Parkway  
Suite 300  
Las Vegas, NV 89119

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.

Culhane Meadows PLLC

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): March 6, 2026

<b>Individual Name (First, Last) or Entity Name (Include names of control person(s) if a corporate entity)</b>	<b>Position/Company Affiliation (ex: CEO, ≥ 5% beneficial owner)</b>	<b>City and State (Include Country if outside U.S.)</b>	<b>Number of Shares Owned (List common, preferred, warrants and options separately)</b>	<b>Class of Shares Owned</b>	<b>Percentage of Class of Shares Owned (undiluted)</b>
Brian Foote	Director	Del Mar, CA	11,894,304	Common	*
Brian Foote	Director	Del Mar, CA	7,000,000	Series A Preferred	100%
Brian Foote	Director	Del Mar, CA	190,459	Series B Preferred	54.56%
Brian Foote	Director	Del Mar, CA	100,000	Series D Preferred	40%
Brian Foote	Director	Del Mar, CA	750,000,000	Stock Options	*

<sup>1</sup> 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.

Jeffrey Hinshaw	Chief Financial Officer	San Diego, CA	100,060,000	Common	*
Jeffrey Hinshaw	Chief Financial Officer	San Diego, CA	30,263	Series B Preferred	8.66%
Jeffrey Hinshaw	Chief Financial Officer	San Diego, CA	750,000,000	Stock Options	*
Gregory Hopkins	Chief Executive Officer	Salt Lake City, UT	625,000,000	Stock Options	*

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

\_\_\_\_\_

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 <sup>2</sup>	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)
02/04/25	\$90,000	\$0	8/04/25	Convertible note pursuant to note agreement	1,862,068,966		1800 Diagonal Lending LLC  Control person: Seth Kramer	Working capital

<sup>2</sup> 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.

03/14/25	\$550,000	\$227,000	03/14/26	Convertible note pursuant to note agreement	5,400,000,000	Not determinable until conversion event.	Quail Hollow Capital LLC Control person: Lucas Hales	Working capital
06/09/25	\$110,000	\$0	06/09/26	Convertible note pursuant to note agreement	1,156,356,200		Pinnacle Consulting Services, Inc. Control person: Robert Hymers	Working capital
10/14/25	\$33,000	\$35,000	10/14/26	Convertible note pursuant to note agreement	0	Not determinable until conversion event.	Red Rock Development Group, LLC Control person: Brian Innes	Working capital
11/10/25	\$27,500	\$27,500	11/10/26	Convertible note pursuant to note agreement	0	Not determinable until conversion event.	The White Trust Control person: John White	Working capital
11/10/25	\$27,500	\$27,500	11/10/26	Convertible note pursuant to note agreement	0	Not determinable until conversion event.	Justin Spencer	Working capital
11/21/25	\$27,500	\$30,250	11/21/26	Convertible note pursuant to note agreement	0	Not determinable until conversion event.	Red Rock Development Group, LLC Control person: Brian Innes	Working capital
12/29/25	\$550,000	\$550,000	12/29/26	Convertible note pursuant to note agreement	0	Not determinable until conversion event.	H-Cap Investments, LLC Control person: Mark Harris	Working capital
1/19/26	\$275,000	\$275,000	1/19/27	Convertible note pursuant to note agreement	0	Not determinable until conversion event.	Jacob Webb	Working capital

**Total Outstanding Balance:** \$1,172,250

**Total Shares:** 8,418,425,166

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

The above notes were issued during fiscal year 2025 / 2026 for working capital purposes. Certain notes were converted during the fiscal year and therefore have no outstanding balance as of the date of this certification.

**Signature:**  Signed by:  
B03AA47C1D7C4CD...

Name of Principal Executive Officer or Principal Financial Officer: Jeffrey Hinshaw

Title: CFO

Date: 3/9/2026

Signed by:  
Signature: 

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