

Zapata Quantum Inc

Amendment to [Management Certification](#) for 12/31/2025 originally published through the OTC Disclosure & News Service on 02/19/2026

Explanatory Note:

Fixed the control persons issue but there was a lack of the checkbox on Item 1 per an email. This has been fixed.

***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 Zapata Computing, 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)

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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: Continental Stock Transfer & Trust Company

Address: 1 State Street, 30th Floor, New York, NY 10004-1571

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.

Nason, Yeager, Gerson, Harris & Fumero, P.A.

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): 12/31/2025

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)
Sumit Kapur	CEO & CFO	San Francisco, CA	32,500,000	Common	19%
Sumit Kapur	CEO & CFO	San Francisco, CA	2,500,000	Convertible Debt	
Sumit Kapur	CEO & CFO	San Francisco, CA	554,167	Options	
Sumit Kapur	CEO & CFO	San Francisco, CA	1,250,000	Private Placement Warrants	
Clark Golestani	Director/Chairman of the Board	Delray Beach, FL	32,676,288	Common	19%
Clark Golestani	Director/Chairman of the Board	Delray Beach, FL	2,500,000	Convertible Debt	
Clark Golestani	Director/Chairman of the Board	Delray Beach, FL	186,170	Options	
Clark Golestani	Director/Chairman of the Board	Delray Beach, FL	1,250,000	Private Placement Warrants	
William Klitgaard	Director/Board Member	Naples, FL	151,348	Common	0%
William Klitgaard	Director/Board Member	Naples, FL	2,500,000	Convertible Debt	
William Klitgaard	Director/Board Member	Naples, FL	117,612	Options	

William Klitgaard	Director/Board Member	Naples, FL	1,250,000	Private Placement Warrants	
William Sandbrook	> 5% beneficial owner	Dallas, TX	11,646,567	Common	7%
William Sandbrook	> 5% beneficial owner	Dallas, TX	2,500,000	Convertible Debt	
William Sandbrook	> 5% beneficial owner	Dallas, TX	1,250,000	Private Placement Warrants	
Diametric True Alpha Enhanced Market Neutral Master Fund, LP Control Person: Nick Thakore, CEO	> 5% beneficial owner	Camana Bay, Grand Cayman	18,654,646	Common	11%
Andretti Autosport Holding Company, LLC Control Person: Jill Gregory, President	> 5% beneficial owner	Indianapolis, IN	9,479,000	Common	6%

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 ²	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)
3/27/2024	1,000,000	1,273,288	12/15/2026	4.50	0	282,953	Sandia Investment Management LP	Fund operations

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.

							Control Person: Thomas J Cagna, CFO, COO	
6/12/2025	500,000	528,194	6/12/2026	0.04	0	12,500,000	TRIATOMIC CAPITAL PRIVATE I LP Control Person: Xiaotong (Peter) Zhou, Member	Fund operations
6/27/2025	150,000	157,833	6/26/2026	0.04	0	3,750,000	George Kaufman	Fund operations
6/12/2025	150,000	158,458	6/12/2026	0.04	0	3,750,000	Pilanthus Trust Control Person: Andre Perold, Trustee	Fund operations
6/12/2025	150,000	158,458	6/12/2026	0.04	0	3,750,000	Agentis Capital Partners Control Person: Landon Downs, Partner	Fund operations
6/12/2025	100,000	105,639	6/12/2026	0.04	0	2,500,000	Allan Evans	Fund operations
6/12/2025	100,000	105,639	6/12/2026	0.04	0	2,500,000	William J. Sandbrook	Fund operations
6/12/2025	100,000	105,639	6/12/2026	0.04	0	2,500,000	Clark Golestani	Fund operations
6/12/2025	100,000	105,639	6/12/2026	0.04	0	2,500,000	Do & Rickles Investments, LLC Control Person: Cuong Do, Managing Member	Fund operations
6/12/2025	100,000	105,639	6/12/2026	0.04	0	2,500,000	Weiss Family Trust – 2002 Control Person: James G. Weiss, Trustee	Fund operations
6/12/2025	100,000	105,639	6/12/2026	0.04	0	2,500,000	William Matthew Brown	Fund operations

6/12/2025	100,000	105,639	6/12/2026	0.04	0	2,500,000	RAMAKRISHNA CHINTAMANENI REVOCABLE TRUST Control Person: Ramakrishna Prasad Chintamaneni, Trustee	Fund operations
6/12/2025	100,000	105,639	6/12/2026	0.04	0	2,500,000	Richard A. Olsen	Fund operations
6/12/2025	100,000	105,639	6/12/2026	0.04	0	2,500,000	BCS Investments LLC Control Person: Sean C. Brooks, Managing Member	Fund operations
6/12/2025	100,000	105,639	6/12/2026	0.04	0	2,500,000	Sean Lennon	Fund operations
6/12/2025	100,000	105,639	6/12/2026	0.04	0	2,500,000	Lau Family Fund LP Control Person: Steven Lau, Manager	Fund operations
6/12/2025	100,000	105,639	6/12/2026	0.04	0	2,500,000	2020 Bayshore Capital LLC Control Person: Steven LeClair, Manager	Fund operations
6/12/2025	100,000	105,639	6/12/2026	0.04	0	2,500,000	Sumit Kapur	Fund operations
6/27/2025	100,000	105,222	6/12/2026	0.04	0	2,500,000	Vijay Uppal	Fund operations
6/12/2025	100,000	105,639	6/12/2026	0.04	0	2,500,000	William E. Klitgaard Trust Control Person: William Klitgaard, Trustee	Fund operations
6/27/2025	100,000	105,222	6/26/2026	0.04	0	2,500,000	Mavik Capital Management Control Person:	Fund operations

							Gregory Pinkus, CFP	
6/12/2025	50,000	52,819	6/12/2026	0.04	0	1,250,000	Arvind Sodhani	Fund operations
6/12/2025	50,000	52,819	6/12/2026	0.04	0	1,250,000	Chris Cravens, LLC Control Person: Chris Cravens, Principal	Fund operations
6/12/2025	50,000	52,819	6/12/2026	0.04	0	1,250,000	David L. Moehring	Fund operations
6/12/2025	50,000	52,819	6/12/2026	0.04	0	1,250,000	Black Point Management, Inc Control Person: Eugene Ng, Managing Member	Fund operations
6/12/2025	50,000	52,819	6/12/2026	0.04	0	1,250,000	John Marion Greenfield	Fund operations
6/12/2025	50,000	52,819	6/12/2026	0.04	0	1,250,000	Kenneth L. Hausman Revocable Trust Control Person: Kenneth L. Hausman, Trustee	Fund operations
6/12/2025	50,000	52,819	6/12/2026	0.04	0	1,250,000	Mark J. Gerencser Trust Control Person: Mark J. Gerencser, Trustee	Fund operations
6/12/2025	25,000	26,410	6/12/2026	0.04	0	625,000	Earl M. Furfine	Fund operations
6/12/2025	25,000	26,410	6/12/2026	0.04	0	625,000	Kai Hudek	Fund operations
6/12/2025	20,000	21,128	6/12/2026	0.04	0	500,000	Sanford R Climan Living Trust Control Person: Sanford R Climan, Trustee	Fund operations
6/12/2025	20,000	21,128	6/12/2026	0.04	0	500,000	Climan Family Investments, G.P.	Fund operations

							Control Person: Sanford R Climan, Managing Partner	
6/12/2025	10,000	10,564	6/12/2026	0.04	0	250,000	BG3 Capital, LLC Control Person: Marshall Jeffrey Brittain, Manager	Fund operations
Total Outstanding Balance:	4,440,996	Total Shares:	75,282,953					


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

Signature:

Name of Principal Executive Officer or Principal Financial Officer: Sumit Kapur

Title: CEO

Date: 4/14/26

Signature: _____ 

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