

# PickleJar Entertainment Group, Inc.

Amendment to [Management Certification](#) - PickleJar 2025 Management Certification for 12/31/2025 originally published through the OTC Disclosure & News Service on 04/20/2026

## Explanatory Note:

The management certification was previously uploaded using an incorrect template.

*\*\*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 [Company Name] ("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.<sup>1</sup>

Transfer Agent: Pacific Stock Transfer Company

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

<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.

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.

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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): April 16, 2026

<b>Individual Name (First, Last) or Entity Name (include control persons if entity)</b>	<b>Position / Company Affiliation (ex: CEO, &gt;5% beneficial owner)</b>	<b>City and State (include Country if outside U.S.)</b>	<b>Number of Shares Owned (list common, preferred, warrants, options separately)</b>	<b>Class of Shares Owned</b>	<b>Percentage of Class of Shares Owned (undiluted)</b>
Jeff James	Chief Executive Officer; Board Member	Houston, Texas, USA	Class A Preferred: [To be confirmed by management]	Class A Preferred	See note below
Kallie Valentine	Treasurer; Board Member	Houston, Texas, USA	Class A Preferred: [To be confirmed by management]	Class A Preferred	See note below
Kristian Barowsky	President	Houston, Texas, USA	[To be confirmed by management]	Class A Preferred	See note below
Judy Lakin	Director; Noteholder (\$20,000 convertible note)	[City, State]	[To be confirmed by management]	Class A Preferred	See note below
Dale Storey	Director	[City, State]	[To be confirmed by management]	Class A Preferred	See note below

Everett Dickson	Beneficial owner > 5%	[City, State]	3,800,000 shares Class A Preferred (retained by NewRegen's largest voting shareholder in Nov 2023 Merger)	Class A Preferred	10.44%
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Celia Holdings (NA) Inc.	Beneficial owner > 5%; Lender under \$2,000,000 Revolving Line of Credit	[City, State]	[Shares received upon 2023 SAFE conversion - amount to be confirmed by management]	Class A Preferred	See note below
Kale Investment Fund (controlled by Dale Storey)	Beneficial owner > 5%	[City, State]	[Shares received upon 2023 SAFE conversion - amount to be	Class A Preferred	See note below

ARC Software (controlled by Jay Bailey)	Beneficial owner > 5%	[City, State]	[To be confirmed by management]	Class A Preferred	See note below
Reatro Ventures, LLC (controlled by Jay Bailey)	Beneficial owner > 5%	[City, State]	[To be confirmed by management]	Class A Preferred	See note below
Maximum Vantage Permanente, LLC (controlled by Jeff James 33.5%, Kristian Barowsky 25.5%, Kallie Valentine 15%, Marc Tillery 10%, Vicente Yuste 10%, Judy Lakin 5%, Joni Baker 1%)	Beneficial owner > 5%	[City, State]	[To be confirmed by management]	Class A Preferred	See note below

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

**Notes:** (1) As of December 31, 2024, the Company had 36,412,790 shares of Class A Preferred Stock outstanding and 124,639,472 shares of Common Stock outstanding. Under the Certificate of Designation, the Class A Preferred Stock collectively represents 66.667% of the voting rights of all issued and outstanding shares. Each Class A Preferred Share is convertible into one Common Share after a one-year and-one-day hold period. (2) Per the November 25, 2023 reverse recapitalization, 3,800,000 Class A Preferred shares were retained by NewRegen's largest voting shareholder (Everett Dickson), representing 10.44% of the Class A Preferred. (3) The shareholder lists for the other >5% holders were not reproduced in the audited financial statements; management should obtain a current shareholder list (including

Non-Objecting Beneficial Owners / “NOBOs”) to complete share counts and percentage columns prior to filing. (4) No warrants or stock options are outstanding as of December 31, 2024 (the Company confirmed there were no share-based compensation agreements for the years ended December 31, 2023 and 2024).

**Additional material details (including conversion terms of any class of the issuer’s equity securities):**

• **Class A Preferred Stock, \$0.00001 par value:** 40,000,000 authorized and 36,412,790 issued and outstanding as of December 31, 2024 (30,000,000 as of December 31, 2023). Each share is convertible into one share of Common Stock after a one-year-and-one-day hold period, upon written notice to the Company. No dividends are payable on the Class A Preferred. The Class A Preferred ranks senior to the Common Stock and has anti-dilutive voting rights equal to 66.667% of all issued and outstanding shares of all classes, voting together as a class with Common Stock except where class voting is required. The Company has the right (but not the obligation) to redeem the Class A Preferred beginning one year after issuance at the average market price of the Common Stock during the 5 trading days preceding the redemption notice.

• **Common Stock, \$0.00001 par value:** 750,000,000 authorized and 124,639,472 issued and outstanding as of December 31, 2024 and 2023. Each share entitles the holder to one vote per share on any matter submitted to stockholders.

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 (incl. accrued interest)	Maturity Date	Conversion Terms	# Shares Converted to Date	# of Potential Shares to be Issued Upon Conversion	Name of Noteholder	Reason for Issuance
8/31/2023	\$20,000	\$21,627	8/31/2026	Fixed \$0.01/share upon acquisition prior to maturity; otherwise at price determined by Company	0	2,162,700	Judy Lakin (Director)	Loan
8/22/2023	\$50,000	\$54,085	8/22/2026	Upon qualified registration at rate per registration statement; or upon acquisition at price determined by Company	0	Variable / Not determinable	2378493 Ontario, Inc. (control person: [TBD])	Loan
8/31/2023	\$150,000	\$161,935	8/25/2026	Fixed \$0.01/share upon acquisition prior to maturity	0	16,193,500	David Hargrave	Loan
8/31/2023	\$200,000	\$216,044	8/31/2026	Fixed \$0.01/share upon acquisition prior to maturity	0	21,604,400	Joseph Tharp	Loan
8/31/2023	\$50,000	\$54,003	8/31/2026	Fixed \$0.01/share upon acquisition prior to maturity	0	5,400,300	Kenneth Baye	Loan

8/31/2023	\$50,000	\$54,010	8/31/2026	Fixed \$0.01/share upon acquisition prior to maturity	0	5,401,000	Michael Wright	Loan
8/31/2023	\$25,000	\$26,985	8/31/2026	Fixed \$0.01/share upon acquisition prior to maturity	0	2,698,500	Philip Wright	Loan
8/31/2023	\$10,000	\$10,800	8/31/2026	Fixed \$0.01/share upon acquisition prior to maturity	0	1,080,000	Frank Ruppen	Loan
11/2/2023	\$100,000	\$107,002	8/31/2026	Fixed \$0.01/share upon acquisition prior to maturity	0	10,700,200	Joseph Tharp	Loan
11/2/2023	\$50,000	\$53,501	8/31/2026	Fixed \$0.01/share upon acquisition prior to maturity	0	5,350,100	Rhon Daguro	Loan
11/5/2023	\$100,000	\$106,337	9/5/2026	Upon qualified registration at rate per registration statement; or upon acquisition at price determined by Company	0	Variable / Not determinable	Chris Kellogg	Loan
11/6/2023	\$50,000	\$53,468	9/6/2026	Upon qualified registration at rate per registration statement; or upon acquisition at price determined by Company	0	Variable / Not determinable	Steven Triplett	Loan
11/24/2023	\$477,728	\$509,454	5/31/2024 (IN DEFAULT)	Upon qualified registration at rate per registration statement; or upon maturity at 25% discount off 30-day avg closing price	0	Variable / Not determinable	Everett Dickson (>5% beneficial owner)	Merger related expenses paid on Company's behalf
12/12/2023	\$50,000	\$53,394	12/12/2026	Upon qualified registration at rate per registration statement; or upon maturity at 25% discount off 30-day avg closing price	0	Variable / Not determinable	Everett Dickson (>5% beneficial owner)	Loan
2/29/2024	\$60,000	\$63,018	3/1/2027	Fixed \$0.01/share upon acquisition prior to maturity	0	6,301,800	David Hargrave	Loan
5/25/2024	\$350,000	\$366,033	6/1/2025 (IN DEFAULT)	Upon qualified registration or acquisition at rate per registration statement / price determined by Company; post-maturity at 25% discount off 30-day avg closing price	0	Variable / Not determinable	Chris Kellogg	Loan
5/31/2024	\$25,000	\$25,879	6/1/2025 (IN DEFAULT)	Upon qualified registration; post maturity at 25% discount off 30- day avg closing price	0	Variable / Not determinable	Thomas Barowsky (relative of President Kristian Barowsky)	Loan
8/30/2024	\$9,575	\$9,769	8/31/2027	Fixed \$0.01/share upon acquisition prior to maturity	0	976,900	Chad Thilborger	Loan
8/31/2024	\$10,000	\$10,201	8/31/2027	Fixed \$0.01/share upon acquisition prior to maturity	0	1,020,100	Frank Ruppen	Loan
9/30/2024	\$70,000	\$71,070	10/31/2027	Fixed \$0.01/share upon acquisition prior to maturity	0	7,107,000	Kenneth Baye	Loan

10/4/2024	\$100,000	\$101,447	10/4/2025 (IN DEFAULT)	20% discount to market prior to effectiveness of qualified registration; else upon holder election post-maturity at 20%	0	Variable / Not determinable	Chalen Enterprises (control person: [TBD])	Loan
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Date of Note Issuance	Principal Amount at Issuance	Outstanding Balance (incl. accrued interest)	Maturity Date	Conversion Terms	# Shares Converted to Date	# of Potential Shares to be Issued Upon Conversion	Name of Noteholder	Reason for Issuance
				discount to market; if acquisition, greater of 200% of outstanding or acquisition consideration at 20% discount				
12/5/2024	\$50,000	\$50,301	12/5/2025 (IN DEFAULT)	Upon qualified registration at rate per registration statement; upon maturity at 25% discount to market	0	Variable / Not determinable	Jerry James (relative of CEO Jeff James)	Loan
7/21/2024	\$50,000	\$52,288	7/21/2025 (IN DEFAULT)	Upon qualified registration at rate per registration statement; or upon acquisition at price determined by Company. Note issued with bonus of 50,000 common shares (unissued as of 12/31/2024)	0	Variable / Not determinable	Mark Blieden	Loan
7/21/2024	\$50,000	\$52,329	7/21/2025 (IN DEFAULT)	Upon qualified registration at rate per registration statement; or upon acquisition at price determined by Company. Note issued with bonus of 50,000 common shares (unissued as of 12/31/2024)	0	Variable / Not determinable	Kenneth Baye	Loan
8/29/2022 (initial draws through 1/23/2023; \$2,000,000 fully drawn)	\$2,000,000	\$2,311,095	8/29/2027 (Event of Default declared due to breach of Permitted Indebtedness Threshold)	Convertible at Lender's option into SAFE, Standard Preferred Stock, or SAFE Preferred Stock at an \$18,500,000 valuation cap	0	Variable / Not determinable	Celia Holdings (NA), Inc. (>5% beneficial owner; control person: [TBD])	Revolving line of credit
<b>Total Outstanding Balance:</b>		<b>\$4,596,075</b>	<b>Total Shares (fixed-conversion notes only):</b>			<b>85,996,500</b> (excluding variable-rate conversions)		

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

- (a) All outstanding balances are stated as of December 31, 2024 and include principal plus accrued but unpaid interest. Outstanding balances presented on the Company's balance sheet differ because they are presented net of unamortized debt discount associated with the embedded conversion features. As of December 31, 2024 aggregate unamortized debt discount was \$436,436 (\$112,704 + \$11,876 + \$311,856, across current and long-term notes payable and the revolving line of credit).
- (b) Notes marked "IN DEFAULT" matured and have not been repaid. The Company and holders are in discussions regarding extension, restructuring, or conversion; no holder had demanded payment or taken legal action as of the date of the financial statements.
- (c) The Revolving Line of Credit with Celia Holdings (NA), Inc. is also in Event of Default under the credit agreement because the Company incurred additional indebtedness above the Permitted Indebtedness Threshold. The lender has not exercised remedies and has not granted a waiver; accordingly the net carrying balance of \$1,688,144 at December 31, 2024 is classified as current on the Company's balance sheet.
- (d) "# of Potential Shares to be Issued Upon Conversion" is calculated using each note's stated conversion terms. For notes with a fixed conversion price of \$0.01 per share, the number shown equals the outstanding balance divided by \$0.01. For notes that convert at a discount to market upon a qualified registration (25%) or an acquisition (variable), or that convert into SAFE / Preferred Stock at an \$18,500,000 valuation cap (Celia Holdings revolver), the number of shares is not determinable at this time because no registration statement has been declared effective and there is no reliable market price for the Common Stock (the Company's Common Stock does not have quoted trading). Management should update these columns if and when market pricing becomes available or a triggering event occurs.
- (e) In addition to the notes listed above, the following notes outstanding at December 31, 2024 do NOT contain conversion features and are therefore not included in this table: (i) CXO5 note dated 5/27/2021, outstanding principal \$300,000 (in default at 12/31/2024); (ii) Esroh Equity note dated 3/31/2022, outstanding principal \$100,000 (in default at 12/31/2024); (iii) Salios Group note dated 1/16/2023, outstanding principal \$11,585 (in default at 12/31/2024); (iv) CXO5 note dated 8/3/2023, outstanding principal \$38,147 (in default at 12/31/2024); (v) Shadow Foxtrot note dated 9/1/2023, outstanding principal \$4,959 (in default at 12/31/2024); (vi) CXO5 note dated 8/24/2023, outstanding principal \$182,986 (in default at 12/31/2024); (vii) Vista 14 note dated 9/1/2023, outstanding principal \$122,221 (in default at 12/31/2024).

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- (f) Subsequent events through April 16, 2026 affecting the Company's debt include: (i) Esroh Equity advanced the Company \$1,304,600 in various installments subsequent to December 31, 2024; (ii) a 10% late-payment penalty of \$75,990 was incurred on January 1, 2025 on certain related-party notes; and (iii) on February 10, 2025 the Company issued a \$50,000 convertible note to Chris Kellogg with a February 10, 2026 maturity date (note not repaid at maturity; Company is in default).

**Signature:**

**Name of Principal Executive Officer or Principal Financial Officer:** Jeff James (also control person for Esroh Equity, LLC)

**Title:** Chief Executive Officer

**Date:** April 24, 2026

**Signature:** /s/ JEFF JAMES

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

**Name of Principal Executive Officer or Principal Financial Officer:** Kallie Valentine

**Title:** Treasurer (Principal Financial Officer)

**Date:** April 16, 2026

**Signature:** /s/ KALLIE VALENTINE

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