

AppTech Payments Corp.

Amendment to [Management Certification](#) for 12/31/2025 originally published through the OTC Disclosure & News Service on 04/30/2026

Explanatory Note:
Control persons added in Section 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 AppTech Payments Corp. ("the Company"), certifies that the information provided herein is accurate and complete to the best of the Company's knowledge.

1. The Company publishes disclosure pursuant to the following obligation (select one):

SEC REPORTING OBLIGATION:

- 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 (describe) _____

EXEMPT FROM SEC REGISTRATION/NO SEC REPORTING OBLIGATION:

- The Company is exempt from SEC registration and has a reporting obligation to a U.S. Bank Regulator
- The Company is exempt from SEC Registration and is reporting under the Alternative Reporting Standard

The Company is current in its reporting obligation as indicated above.

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: Transfer Online, Inc.
Address: 512 SE Salmon St., Portland, OR 97214

¹ OTCQX and OTCQB companies are required to retain a transfer agent that participates in the Transfer Agent Verified Shares Program.

9. The Company's most recent Annual Report was prepared by: Felipe Corrado (AppTech CFO & Treasurer), and Whiteford Taylor & Preston LLP, with Partner Rajiv Radia.

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.

Whiteford, Taylor & Preston LLP, with Partner Rajiv Radia.

10. The Company's Officers, Directors and 5% Control Persons 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): 04/30/2026

Individual Name (First, Last) or Entity Name (Include names of control person(s) if a corporate entity)	Position/Company Affiliation (ex: CEO, 5% Control person)	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)
Albert L. Lord	Chairman	Carlsbad, CA	3,300,000	Common	8.15%
Albert L. Lord	Chairman	Carlsbad, CA	5,750,000	Firm Warrants	34.61%
Albert L. Lord	Chairman	Carlsbad, CA	700,000	Options	N/A
Thomas J. Kozlowski, Jr.	Director	Carlsbad, CA	950,442	Common	3.32%
Thomas J. Kozlowski, Jr.	Director	Carlsbad, CA	30,310	APCXW Warrants	<1%
Thomas J. Kozlowski, Jr.	Director	Carlsbad, CA	1,875,000	Firm Warrants	10.58%
Thomas J. Kozlowski, Jr.	Director	Carlsbad, CA	700,000	Options	N/A
Calvin D. Walsh	Director	Carlsbad, CA	500,000	Common	1.23%
Calvin D. Walsh	Director	Carlsbad, CA	750,000	Firm Warrants	5.77%
Calvin D. Walsh	Director	Carlsbad, CA	550,000	Options	N/A
Thomas DeRosa	CEO, President & Director	Carlsbad, CA	56,096	Common	<1%
Thomas DeRosa	CEO, President & Director	Carlsbad, CA	1,225,500	Options	N/A
Felipe Corrado	CFO & Treasurer	Carlsbad, CA	192,177	Common	<1%
Felipe Corrado	CFO & Treasurer	Carlsbad, CA	572,631	Options	N/A
David Michael Boldt	>5% of APCXW	Fresno, CA	814,708	APCXW	19.6%

Eric Lewis Levine	>5% of APCXW	Westfield, NJ	240,650	APCXW	5.7%
Mark Thomas Ryan	>5% of APCXW	Pebble Beach, CA	363,000	APCXW	8.7%

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

On December 16, 2024, we executed two Share Purchase Agreements with AFIOS Partners, a related party to AppTech. Under the "AFIOS 6SPA" with AFIOS Partners 6 ("AFIOS 6"), the Company sold 1,200,000 restricted common shares (\$0.001 par value) for \$1,000,000 (\$0.833/share) and issued 1,200,000 firm warrants (5-year term, \$0.90 exercise price) and 1,800,000 firm warrants (5-year term, \$1.20 exercise price) at closing. Under the "AFIOS 7 SPA" with AFIOS Partners 7 ("AFIOS 7"), the Company can sell up to 4,000,000 shares for \$4,000,000 total: 1,500,000 shares for \$1,500,000 on December 16, 2024, and 2,500,000 shares for \$2,500,000 (\$1.00 per share) as needed, subject to the AFIOS 7 SPA terms. The Company will also issue, proportionate to funding, 4,000,000 firm warrants (5-year term, \$0.90 exercise price) and 6,000,000 firm warrants (5-year term, \$1.20 exercise price). The AFIOS 7 SPA includes an overallotment option, allowing AFIOS 7 to increase the raise to \$5,000,000 with Company approval, at the same pricing and terms.

APCXW Warrants are traded under the APCXW symbol and are exercisable at \$4.15 to convert one warrant into one share of APCX common stock.

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.)
8/7/2025	300,000	138,531.38	8/7/2026	Conversion upon default or at \$2 per share	0	0	GS Capital Partners, LLC / Gabe Sayegh	Loan Funding
7/17/2025	360,000.00	237,488.00	7/17/2026	Conversion upon default or at \$2 per share	0	0	Labrys II Fund, LP / Thomas Silverman	Loan Funding
4/3/2026	500,000.00	482,500.00	6/3/2027	Conversion upon default or at \$2 per share	0	0	Manetto Hill / Scott Fruchter	Loan Funding

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.

4/3/2026	500,000.00	482,500.00	6/3/2027	Conversion upon default or at \$2 per share	0	0	Lendspark, Corp / Dave Clark	Loan Funding
Total Outstanding Balance:		\$1,341,019.38	Total Shares:		0	0		

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

N/A

Signature: /s/ Thomas DeRosa

Name of Principal Executive Officer or Principal Financial Officer: Thomas DeRosa

Title: Chief Executive Officer

Date: 04/30/2026

Signature: /s/ Thomas DeRosa

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