

Panacea Life Sciences Holdings, Inc.

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

Explanatory Note:

SEC reporting radio button was not working so inserted an "X" next to sentence.

***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 Panacea Life Sciences Holding, 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

Equity Stock Transfer LLC

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.

Nora Marckwordt | Director of Operations

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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.

Leslie Buttorff CEO and Eric Ulwelling CFO

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): December 31, 2025

Names of All Officers, Directors, and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of 5% or more)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
<u>Leslie Buttorff</u>	<u>CEO PLSH</u>	<u>Belleair Shore, FL</u>	<u>19,802,022</u>	<u>Common</u>	<u>33%</u>	<u>—</u>
<u>Larry Wert</u>	<u>Board Member</u>	<u>Chicago, IL</u>	<u>3,907,868</u>	<u>Common</u>	<u>7%</u>	<u>—</u>
<u>J&N Real Estate</u>	<u>Related Party</u>	<u>Greenwood Village CO</u>	<u>7,297,627</u>	<u>Common</u>	<u>12%</u>	<u>Leslie Buttorff</u>
<u>Leslie Buttorff</u>	<u>CEO PLSH</u>	<u>Belleair Shore, FL</u>	<u>16,716</u>	<u>Preferred</u>	<u>0.2</u>	<u>—</u>
<u>Benivita, Inc.</u>	<u>Co-CEO Benivita PLSH</u>	<u>Idaho Falls Idaho</u>	<u>4,000,000</u>	<u>Common</u>	<u>7%</u>	<u>Kevin Grimes</u>

<u>Benivita, Inc.</u>	<u>Consultant</u>	<u>Clovis, CA</u>	<u>9,600,000</u>	<u>Common</u>	<u>16%</u>	<u>Jon Guzman</u>
<u>Benivita, Inc.</u>	<u>Co-CEO Benivita PLSH</u>	<u>Clovis, CA</u>	<u>1,600,000</u>	<u>Common</u>	<u>3%</u>	<u>Jessica Guzman</u>
<u>Benivita, Inc.</u>	<u>Shareholder of Benivita, Inc.</u>	<u>Plano, TX</u>	<u>800,000</u>	<u>Common</u>	<u>1%</u>	<u>Alejandro Rodriguez</u>

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

Each share of Series Y Stock converted in a Conversion shall be convertible into 33,088 Conversion Shares (the "Conversion Rate"), with the Conversion Rate being subject to adjustment. The Conversion Rate shall be subject to equitably adjusted for any forward stock split or reverse stock split of the Common Stock occurring following the date of the filing of this Certificate of Designations. By way of example and not limitation in the event that following the date of the filing of this Certificate of Designations, the Corporation undertakes a 2-for-1 forward split of the Common Stock, wherein each share of Common Stock is split into two shares of Common Stock, the Conversion Rate shall be increased such that each share of Series Y Stock is convertible into 66,176 Conversion Shares, and in the event that following the date of the filing of this Certificate of Designations, the Corporation undertakes a 1-for-2 reverse split of the Common Stock, wherein each two shares of Common Stock are combined into one share of Common Stock, the Conversion Rate shall be decreased such that each share of Series Y Stock is convertible into 16,544 Conversion Shares.

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.)

Total Outstanding Balance:

Total Shares:

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

None

Signature:

Name of Principal Executive Officer or Principal Financial Officer: Leslie Buttorff

Title: CEO

Date: 3/9/26

Signature: /s/Leslie Buttorff

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