

Management Certification

The undersigned, on behalf of Nightfood Holdings, Inc. ("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:

SEC REPORTING OBLIGATION:

- The Company has a reporting obligation under Section 13 of the Exchange Act
- The Company has a reporting obligation under Section 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 has a reporting obligation to a U.S. Bank Regulator
- The Company is reporting under the Alternative Reporting Standard and is otherwise exempt from registration and not required to file periodic reports with the SEC

2. The Company is current in its reporting obligation as indicated above.
3. 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:
4. Indicate below whether the Company is subject to Bankruptcy or reorganization proceedings.

Yes: No:
5. The Company has a Verified Company Profile on OTCMarkets.com.
6. 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.
7. The Company understands and acknowledges its obligations to report company-related actions pursuant to Exchange Act Rule 10b-17 and FINRA Rule 6490.
8. 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.
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.

Sichenzia Ross Ference Carmel LLP

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..

As of (latest practicable date): February 11, 2025 based on 128,957,407 common shares issued and outstanding

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)
Lei Sonny Wang	CEO	Upland, CA	1,000	Series A Preferred	100% (1)
			13,333	Series C Preferred	13.8% (5)
Sean Folkson	Director	Elmsford, NY	17,707,245	Common	13.73% (2)
Tom Morse	Director	Wolverine Lake, MI	1,510,349	Common	1.17% (3)
Christopher Dieterich (6)	Director	Los Angeles, CA	0	N/A	0
Jamie Steigerwald	Director/Chairman	Lake Forest, CA	0	N/A	0
Eagle Equities, LLC (Yakov Borenstein)	5% holder	New Haven, CT	1,500	Series B Preferred	76.9% (4)
Fredda, LLC (Gary Duboff)	5% holder	Miami, FL	100	Series B Preferred	5.1% (4)
David S. Nagelberg 2003 Revocable Trust (David S. Nagelberg)	5% holder	La Jolla, CA	100	Series B Preferred	5.1% (4)
Sugarmade Inc. (OTC:SGMD) (6)	5% holder	Walnut, CA	83,333	Series C Preferred	86.2% (5)
Fourth Man, LLC (Edward Dees)	5% holder	Yorba Linda, CA	3,334	Series D Preferred	100% (7)

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

- (1) Series A Preferred Stock will have a number of votes equal to the number of votes then held or entitled to be made by all other equity securities of NGTF plus one (1).
- (2) Includes 935,601 shares with respect to director's services in fiscal 2024 and 2025 which are issuable but remain unissued as of report date
- (3) Includes 1,293,855 shares with respect to director's services in fiscal 2024 and 2025 which are issuable but remain unissued as of report date. 216,494 shares held in Alina Healthcare Products, LLC, B/O Tom Morse.
- (4) Each share of Series B Preferred stock is convertible into 5,000 shares of common stock and 5,000 non-detachable warrants with an initial exercise price of \$0.30.
- (5) The shares of Series C Preferred Stock are convertible six (6) months after issuance into common stock at a rate of six thousand (6,000) shares of common stock for each share of Series C Preferred Stock. The shares of Series

C Preferred Stock do not have voting rights and rank junior to the Series B Preferred Stock. The holders of Series C Preferred Stock are not entitled to dividends.

- (6) Information on SGMD can be found at <https://www.otcmartets.com/stock/SGMD/profile>. CEO, CFO and Director is Jimmy Chan. Christopher Dieterich is an independent director.
- (7) The shares of Series D Preferred Stock are convertible six (6) months after issuance into common stock of NGTF at a rate of six thousand (6,000) shares of common stock for each share of Series D Preferred Stock. The shares of Series D Preferred Stock do not have voting rights and rank junior to the Series B Preferred Stock. The holders of Series D Preferred Stock are not entitled to dividends.

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 ¹	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)
9/23/2022	\$ 700,000	\$ 949,311	9/23/2023	\$.033/share	1,500,000	28,767,000	Mast Hill Fund LP – Patrick Hassani	Operating Capital
2/6/2023	\$ 619,000	\$ 839,103	2/6/2024	\$.033/share	0	25,427,364	Mast Hill Fund LP – Patrick Hassani	Operating Capital
2/28/2023	\$ 160,941	\$ 183,457	2/28/2024	\$.033/share	946,970	5,559,304	Mast Hill Fund LP – Patrick Hassani	Operating Capital
3/24/2023	\$ 160,941	\$ 215,643	3/24/2023	\$.033/share	0	6,534,637	Mast Hill Fund LP – Patrick Hassani	Operating Capital
4/17/2023	\$ 160,941	\$ 213,845	4/17/2024	\$.033/share	0	6,480,152	Mast Hill Fund LP – Patrick Hassani	Operating Capital
6/1/2023	\$ 200,000	\$ 260,988	6/1/2024	\$.033/share	0	7,908,728	Mast Hill Fund LP – Patrick Hassani	Operating Capital
6/30/2023	\$ 65,000	\$ 90,448	6/30/2024	\$.033/share	0	2,740,849	Fourth Man, LLC - Edward Deese and Kenneth Hall	Operating Capital
8/31/2023	\$ 60,000	\$ 83,490	8/31/2024	\$.033/share	0	2,530,000	Fourth Man, LLC - Edward Deese and Kenneth Hall	Operating Capital
10/6/2023	\$ 62,000	\$ 73,355	10/6/2024	\$.033/share	0	2,222,879	Mast Hill Fund LP – Patrick Hassani	Operating Capital

¹ 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.

11/17/2023	\$ 62,000	\$ 71,933	11/17/2024	\$.033/share	0	2,179,788	Mast Hill Fund LP – Patrick Hassani	Operating Capital
12/7/2023	\$ 170,588	\$ 196,165	12/7/2024	\$.033/share	0	5,944,394	Mast Hill Fund LP – Patrick Hassani	M&A Activity
1/24/2024	\$ 388,300	\$ 438,907	1/24/2025	\$.033/share	0	13,300,213	Mast Hill Fund LP – Patrick Hassani	Operating Capital
3/13/2024	\$ 336,000	\$ 376,182	3/13/2025	\$.033/share	0	11,399,455	Mast Hill Fund LP – Patrick Hassani	Operating Capital
5/8/2024	\$ 395,000	\$ 433,472	5/8/2025	\$.033/share	0	13,135,516	Mast Hill Fund LP – Patrick Hassani	Operating Capital
9/25/2024	\$ 473,000	\$ 491,855	9/25/2025	\$.033/share	0	14,904,697	Mast Hill Fund LP – Patrick Hassani	Operating Capital
Total Outstanding Balance:		\$4,918,154	Total Shares:		2,446,970	149,034,976		

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

Signature:

Name of Principal Executive Officer or Principal Financial Officer: Lei Sonny Wang

Title: CEO

Date: Feb 11, 2025

Signature: /s/ Lei Sonny Wang

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