

Management Certification

The undersigned, on behalf of **ONCOTELIC THERAPEUTICS, 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

Transfer Agent: EQUINITI TRUST COMPANY, LLC

Address: 48 WALL STREET, FLOOR 23, NEW YORK, NEW YORK 10005

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.

JEFF TURNER, JDT LEGAL PLLC

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): 04/14/2025

| 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) |
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| | SEE ATTACHED LIST – ANNEXURE A | | | | |
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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.) |
|-----------------------|-----------------------------------|---|---------------|---|----------------------------|---|--|--|
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| | | | | SEE ATTACHED LIST – ANNEXURE B | | | | |
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Total Outstanding Balance:

Total Shares:

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

Signature:

Name of Principal Executive Officer or Principal Financial Officer: VUONG TRIEU, PH. D.

Title: CHIEF EXECUTIVE OFFICER

Date: 04/16/2025

Signature: /S/ VUONG TRIEU

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.

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

| SCHEDULE A | | | | | | | | |
|-----------------------|-----------------------------------|---|---------------------|--|----------------------------|--|--|---|
| Date of note issuance | Principal Amount at issuance (\$) | Outstanding Balance (\$) including 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 | Name of Noteholder (entities must have individual with voting / investment control disclosed). | Reason for Issuance (e.g. Loan, Services, etc.) |
| April - August 2019 | \$0.164M | \$ 164,444 | April - August 2022 | \$0.10 or 65% of price, whichever is lower | - | 5,059,815 | Vuong Trieu, CEO | Convertible debt |
| April - August 2019 | \$0.236M | \$ 235,556 | April - August 2022 | \$0.10 or 65% of price, whichever is lower | - | 7,282,031 | Chao Hsiao | Convertible debt |
| Nov/Dec 2019 | \$0.10M | \$ 133,958 | December 31, 2025 | Fixed price of \$0.18 | - | 744,211 | Stephen Boesch | Debt |
| Nov/Dec 2019 | \$0.25M | \$ 313,733 | December 31, 2025 | Fixed price of \$0.18 | - | 1,742,961 | Vuong Trieu, CEO | Debt |
| Nov/Dec 2019 | \$0.25M | \$ 313,253 | December 31, 2025 | Fixed price of \$0.18 | - | 1,740,294 | Jha Family Trust, Sanjay Jha | Debt |
| Nov/Dec 2019 | \$0.94K | \$ 117,680 | December 31, 2025 | Fixed price of \$0.18 | - | 653,778 | Larn Hwang | Debt |
| Nov/Dec 2019 | \$0.74K | \$ 92,642 | December 31, 2025 | Fixed price of \$0.18 | - | 514,678 | Yeuh Jung Lee | Debt |
| Nov/Dec 2019 | \$0.35K | \$ 43,819 | December 31, 2025 | Fixed price of \$0.18 | - | 243,439 | Vuong Trieu, CEO | Services |
| Nov/Dec 2019 | \$0.27K | \$ 33,803 | December 31, 2025 | Fixed price of \$0.18 | - | 187,794 | Chulho Park | Services |
| Nov/Dec 2019 | \$0.20K | \$ 25,308 | December 31, 2025 | Fixed price of \$0.18 | - | 140,600 | Amit Shah | Services |
| June 2020 | \$2M | \$ 2,180,821 | December 31, 2024 | Price based on date of conversion | - | 43,616,420 | Forever Prosperity, Xizhou Wang | Clinical Trial Costs |
| August 2021 | \$.25M | 292,552 | December 31, 2024 | Fixed price of \$0.18 | - | 1,625,289 | Autotelic Inc (Vuong Trieu) | Debt |
| August 2021 | \$.25M | 292,552 | December 31, 2024 | Fixed price of \$0.18 | - | 1,625,289 | Chao Hsiao | Debt |
| August 2021 | \$0.1235M | 144,523 | December 31, 2024 | Fixed price of \$0.18 | - | 802,906 | Larn Hwang | Debt |
| August 2021 | \$0.075M | 87,720 | December 31, 2024 | Fixed price of \$0.18 | - | 487,333 | Amit Shah | Debt |

| SCHEDULE A | | | | | | | | |
|--|-----------------------------------|---|-------------------|--|----------------------------|--|--|---|
| Date of note issuance | Principal Amount at issuance (\$) | Outstanding Balance (\$) including 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 | Name of Noteholder (entities must have individual with voting / investment control disclosed). | Reason for Issuance (e.g. Loan, Services, etc.) |
| September 2021 | \$1.5M | \$ 1,598,382 | December 31, 2024 | Price based on date of conversion | - | 31,967,640 | Forever Prosperity, Xizhou Wang | Clinical Trial Costs |
| October 2021 | \$0.5M | \$ 531,865 | December 31, 2024 | Price based on date of conversion | - | 10,637,300 | Forever Prosperity, Xizhou Wang | Debt |
| January 2022 | \$.25M | \$ 529,179 | January 2022 | Price based on date of conversion | - | 10,583,580 | Forever Prosperity, Xizhou Wang | Debt |
| March 2022 | \$.25M | \$ 234,094 | Mar 2024 | Fixed price of \$0.07 | 500,000 | 3,344,200 | Fourth Man LLC, Ed Deese | Debt |
| May 2022 | \$0.605M | \$ 993,130 | May 2025 | Fixed price of \$0.07 | - | 14,187,571 | Mast Hill Fund LP, Patrick Hassani | Debt |
| June 2022 | \$.335M | \$ - | June 2024 | Fixed price of \$0.07 | 7,605,760 | - | Blue Lake Partners, LLC, Craig Kesselman | Debt |
| July 2023/January 2024 Private Placement | \$.25M | \$ 2,350,000 | Dec 2025 | Fixed price of \$0.18 | - | 23,500,000 | Various investors | Debt |

SCHEDULE B

| Name | Position/Company Affiliation | City and State (and Country if outside US) | Number of Shares Owned | Class of Shares Owned | Percentage of Class of Shares Owned |
|----------------------------------|------------------------------|--|--|-----------------------------|--|
| | | | (list common, warrants and options separately) | | Only Common Stock as of March 31, 2024 |
| Vuong Trieu | CEO | Agoura Hills, CA | 115,697,131 | Common stock | 28.95% |
| Vuong Trieu (Convertible Debt) | CEO | Agoura Hills, CA | 5,311,107 | Convertible to common stock | 1.33% |
| Vuong Trieu (Warrants) | CEO | Agoura Hills, CA | 1,250,000 | Convertible to common stock | 0.44% |
| Vuong Trieu (Options) | CEO | Agoura Hills, CA | 1,738,953 | Convertible to common stock | 0.31% |
| Anthony Maida | DIRECTOR | Danville, CA | 1,137,314 | Common stock | 0.28% |
| Anthony Maida (Options) | DIRECTOR | Danville, CA | 2,000,000 | Convertible to common stock | 0.50% |
| Steve King | DIRECTOR | Orange County, CA | 3,330,647 | Common stock | 0.83% |
| Steve King (Options) | DIRECTOR | Orange County, CA | 857,412 | Convertible to common stock | 0.21% |
| Amit Shah | CFO | Aliso Viejo, CA | 358,837 | Common stock | 0.09% |
| Amit Shah (Convertible Debt) | CFO | Aliso Viejo, CA | 527,778 | Convertible to common stock | 0.13% |
| Amit Shah (Options) | CFO | Aliso Viejo, CA | 1,698,256 | Convertible to common stock | 0.42% |
| Saran Saund | CBO | San Mateon, CA | 16,456,480 | Common stock | 4.42% |
| Saran Saund (Options) | CBO | San Mateon, CA | 1,891,279 | Convertible to common stock | 4.42% |
| Balaji Bhakta | >5% OWNER | San Mateon, CA | 41,630,811 | Common stock | 10.42% |
| Balaji Bhakta (Convertible Debt) | >5% OWNER | San Mateon, CA | 694,445 | Convertible to common stock | 0.17% |
| Balaji Bhakta (Warrants) | >5% OWNER | San Mateon, CA | 1,250,000 | Convertible to common stock | 0.31% |
| Larn Hwang | >5% OWNER | Irvine, CA | 23,455,990 | Common stock | 5.87% |
| Larn Hwang (Convertible debt) | >5% OWNER | Irvine, CA | 1,208,333 | Convertible to common stock | 0.30% |
| Larn Hwang (Options) | >5% OWNER | Irvine, CA | 1,050,000 | Convertible to common stock | 0.26% |
| Chao Hsiao | >5% OWNER | Irvine, CA | 17,073,604 | Common stock | 5.87% |
| Chao Hsiao (Convertible debt) | >5% OWNER | Irvine, CA | 3,883,338 | Convertible to common stock | 0.30% |
| Chao Hsiao (Options) | >5% OWNER | Irvine, CA | 1,450,000 | Convertible to common stock | 0.26% |
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