

NANO MAGIC INC.

Amendment to Management Certification for 12/31/2024 originally published through the OTC Disclosure & News Service on [05/27/2025](#)

Explanatory Note:

adds notes regarding control of entities owning >5%

***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 **Nano Magic 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.

Name: Issuer Direct
Phone: 833-247-7837
Email: tranfer@issuereirect.com
Address: One Glenwood Ave, Suite 1001, Raleigh, NC 27603

9. The Company's most recent Annual Report was prepared by:

Ronald J. Berman, General Counsel
 Jeanne Rickert, in-house attorney

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): May 27, 2025

Individual Name (First, Last) or Entity Name (Include names of control person(s) if a corporate entity)	Position/Co mpany 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)
Tom J. Berman	CEO, Director, 5% holder	Madison Hts., MI	Stock 153,335 Warrants 7,500 Options 2,049,228 See Note 1	Common Stock	<5% See Note 1
Ronald J. Berman	Director, 5% holder	Madison Hts., MI	Stock 583,887 Warrants 7,500 Options 337,500 See Note 1	Common Stock	<5% See Note 1
Miles Gatland	Director	Madison Hts., MI	Stock 222,840 Warrants 70,000 Options 100,000 See Note 1	Common Stock	<5%
Casey Hurbis	Director	Madison Hts., MI	Stock 33,333 Options 58,333	Common Stock	<5%
Jeanne M Rickert	Director	Key West, FL	Stock 131,026 Options 190,000 See Note 2	Common Stock	<5%
Scott E Rickert	Director, 5% holder	Key West, FL	Stock 139,276 Options 130,000 See Note 2	Common Stock	12% See Note 2
Leandro Vera	CFO	Madison Hts., MI	Options 220,000	Common Stock	<5%
PEN Comeback LLC	5% holder	Madison Hts., MI	Stock 1,275,366 Warrants 2,074,101	Common Stock	9%
PEN Comeback 2 LLC	5% holder	Madison Hts., MI	Stock 864,781 Warrants 1,977,889	Common Stock	6%
Magic Growth LLC	5% holder	Madison Hts., MI	Stock 980,771 Warrants 980,725	Common Stock	7%
Magic Growth 2 LLC	5% holder	Madison Hts., MI	Stock 1,154,462 Warrants 1,154,450	Common Stock	8%
Magic Growth 3 LLC	5% holder	Madison Hts., MI	Stock 741,669 Warrants 741,585	Common Stock	5%
Rickert Family, Limited Partnership	5% holder	Key West, FL	Stock 1,577,832	Common Stock	10%

Note 1: Tom J. Berman and Ronald J Berman control the five PEN Comeback and Magic Growth entities, so the stock ownership of those five entities is included in the final column showing percentage owned/controlled by them. Tom J. Berman, Ronald J. Berman and Miles Gatland own interests in some of the five entities. Their indirect ownership is not included in the number of shares owned as the voting and disposition of stock and warrants owned by the entities is controlled by Tom Berman and Ron Berman. When the entity ownership is included for them in the final column, Tom J. Berman controls 35% and Ronald J. Berman controls 38%.

Note 2: Scott E Rickert controls Rickert Family, Limited Partnership, so its stock ownership is included in the final column showing the percentage owned/controlled by him. Scott E Rickert and Jeanne M Rickert own an interest in the partnership but their indirect ownership is not included in the number of shares owned as the voting and disposition of stock owned by the entity is reflected in the final column.

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.

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 ⁵	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)
02/14/2022	50,000	60,500	3/31/2026	Balance due converted at price of \$1.75 per share	0	34,571	Strauss	Loan
10/06/2022	25,000	26,855.56	3/31/2025	same	0	15,346	Contrarian Opportunity Fund L.P. Marc Eller	Loan
6/14/2023	50,000	57,177.78	10/13/2024	same		32,673	Contrarian Opportunity Fund L.P. Marc Eller	Loan
1/16/2025	174,507.97	178,133.59	2/28/2027	Balance due converted at price of \$1 per share	0	178,134	Bernice Berman	New loan and roll-over of prior loan
1/16/2025	85,543.01	87,320.27	2/28/2027	same	0	87,320	Bernice Berman	New loan and roll-over of prior loan
1/21/2025	83,958.11	85,587.43	2/28/2027	same	0	85,587	Norm Pappas	New loan and roll-over of prior loan
1/21/2025	82,345.21	83,943.23	2/28/2027	same	0	83,943	Norm Pappas	New loan and roll-over of prior loan
1/22/2025	15,000.00	15,286.99	2/28/2027	same	0	15,287	Scott Rickert	Loan
1/22/2025	25,000.00	25,478.31	2/28/2027	same	0	25,478	Steve Gantz	Loan
1/29/2025	50,000	50,860.73	2/28/2027	Same	0	50,861	Robert Schostak	Loan
1/30/2025	50,000.00	50,847.03	2/28/2027	same	0	50,847	Jennifer Voorhees	Loan

⁵ 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.

1/30/2025	83,759.68	85,178.62	2/28/2027	same	0	85,179	Lindsay Gross	New loan and roll-over of prior loan
1/30/2025	41,841.67	42,550.49	2/28/2027	same	0	42,550	Lindsay Gross	New loan and roll-over of prior loan
2/6/2025	10,000.00	10,143.61	2/28/2027	same	0	10,144	Clark Bushman	Loan
2/6/2025	20,000.00	20,287.21	2/28/2027	same	0	20,287	Casey Hurbis	Loan
2/12/2025	165,000.00	167,098.28	2/28/2027	same	0	167,098	Michael Green	New loan and roll-over of prior loan
2/12/2025	10,000.00	10,143.61	2/28/2027	same	0	10,127	Josh Smith	Loan
2/12/2025	76,924.92	77,776.72	2/28/2027	same	0	77,777	Dan Kubicz	New loan and roll-over of prior loan
2/18/2025	77,087.14	77,877.37	2/28/2027	same	0	77,877	Ivy Greaner	New loan and roll-over of prior loan
2/24/2025	50,000.00	50,342.47	2/28/2027	same	0	50,342	Todd Lunsford	Loan
3/6/2025	76,860.20	77,365.58	2/28/2027	same	0	77,366	Bruce Kaye	New loan and roll-over of prior loan
3/7/2025	77,260.23	77,768.24	2/28/2027	same	0	77,768	MJJ Investments Michael Schostak	New loan and roll-over of prior loan
3/7/2025	100,000.00	100,493.15	2/28/2027	same	0	100,493	Raj Vattikuti	Loan
3/31/2025	30,354.84	30,860.75	2/28/2027	same	0	30,861	Ronald Berman	Roll-over of prior loan
3/31/2025	26,911.29	27,359.81	2/28/2027	same	0	27,360	Michael Levey	Roll-over of prior loan
4/24/2025	\$25,000	25,000	2/28/2027	same	0	25,000	Contrarian Opportunity Fund L.P. Marc Eller	Loan

Total Outstanding
Balance:\$1,562,354

Total Shares:

1,540,276

Signature:

Name of Principal Executive Officer or Principal Financial Officer:Tom J. Berman

Title: President & Chief Executive Officer

Date: May 27, 2025

Signature: /s/ Tom J. Berman