

## **SUPPLEMENTAL INFORMATION REPORT – TAPINATOR, INC.**

### **AMENDMENT AND EXERCISE OF WARRANTS**

On February 24, 2017, Tapinator, Inc., a Delaware corporation (the “Company”) filed a Supplemental Information Report with OTC Markets with respect to a financing transaction between the Company and David Unger (“Unger”) which was consummated on February 21, 2017 (the “Initial Unger Report”). In connection with the financing transaction and as disclosed in the Initial Unger Report, the Company issued to Unger two warrants as follows: (i) a Warrant to Purchase Shares of Common Stock, No. DU-1 for the purchase of 500,000 shares of Common Stock at an exercise price of \$0.30 (the “DU-1 Warrant”) and (ii) Warrant to Purchase Shares of Common Stock, No. DU-2 for the purchase of 500,000 shares of Common Stock at an exercise price of \$0.36 (the “DU-2 Warrant”) (the DU-1 Warrant and DU-2 Warrant are collectively referred to herein as the “Warrants”).

On January 18, 2018, the Company agreed to reduce the exercise price of both Warrants to \$0.12. On the same day, Unger elected to exercise for both Warrants for an aggregate cash payment to the Company of \$120,000. The 1,000,000 shares of common stock issued under the Warrants are “restricted securities” as such term is defined in the Securities Act of 1933, as amended (the “Securities Act”).

Subsequent to the exercise of the Warrants, the Company had 60,459,303 shares of common stock issued and outstanding.

### **CONVERSION OF SERIES A-1 CONVERTIBLE PREFERRED STOCK**

On June 7, 2017, the Company filed a Supplemental Information Report with OTC Markets with respect to restructuring of its Senior Secured Convertible Debenture (the “Senior Debenture”) with Hillair Capital Investment L.P. (“Hillair”) which was consummated on June 6, 2017 (the “Initial Restructuring Report”). On September 7, 2017, Hillair assigned all of its rights under and relating to the Senior Debenture to HSPL, LLC (“HSPL”), including the Series A-1 Convertible Preferred Stock further described in the Initial Restructuring Report (the “Series A-1 Stock”).

On January 22, 2018, HSPL elected to convert all of the 1,500 shares of Series A-1 Stock into 6,000,000 shares of the Company’s common stock. The 6,000,000 shares of common stock converted under the Series A-1 Stock will be issued without restrictive legend pursuant to Section 4(a)(1) of the Securities Act.

Subsequent to the conversion of the Series A-1 Stock, the Company had 66,459,303 shares of common stock issued and outstanding.

### **CORPORATE ACTIONS**

On January 23, 2018 and via the written consent of a majority of its stockholders (the “Written Consent”), the Company increased the number of its authorized common stock from 150,000,000 to 250,000,000 and increased the number of shares of common stock underlying its 2015 Equity Incentive Plan from 6,000,000 to 18,000,000.

A copy of the Certificate of Amendment to Restated Certificate of Incorporation of the Company is attached as Exhibit 1.1 to this Supplemental Information Report and incorporated herein by reference.

Additionally and as part of the Written Consent, (i) Robert Crates and Teymour Farman-Farmaian, both current independent directors of the Company, were elected to serve as members of the

Company's Board of Directors for additional two year terms and (ii) Andrew Merkatz and Ilya Nikolayev, both current directors and executive officers of the Company, were elected to serve as members of the Company's Board of Directors for additional three year terms.

## EXHIBITS

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
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1.1*	Certificate of Amendment to Restated Certificate of Incorporation of Tapinator, Inc.
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\*filed herewith

## EXHIBIT 1.1

**CERTIFICATE OF AMENDMENT  
TO  
RESTATED CERTIFICATE OF INCORPORATION  
OF  
TAPINATOR, INC.**

Tapinator, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the “**Corporation**”), does hereby certify as follows:

1. That, by unanimous written consent of the Board of Directors of the Corporation on January 18, 2018, resolutions were adopted setting forth a proposed amendment to the Certificate of Incorporation of the Corporation, declaring such amendment to be advisable and to be submitted to a vote of the stockholders.

2. That, by written consent of a majority of all outstanding shares of stock entitled to vote on the matter dated January 22, 2018, resolutions were adopted approving such amendment to the Restated Certificate of Incorporation.

3. That the text of the amendment is as follows:

Article FOURTH, Section 1, of the Restated Certificate of Incorporation of the Corporation is hereby amended to read in its entirety as follows:

*“Authorized Shares.* The total number of shares of all classes of stock of which the Corporation shall have authority to issue is two hundred and fifty-one million five hundred and thirty-two thousand five hundred (251,532,500) of which two hundred and fifty million (250,000,000) shares, par value pf \$0.001 shall be designated as Common Stock ("Common Stock"), and one million five hundred and thirty-two thousand five hundred (1,532,500) shares shall be designated as Preferred Stock ("Preferred Stock") with a par value of \$0.001 unless stated otherwise within any series' designation of Preferred Stock. Subject to the rights of the holders of any one or more series of Preferred Stock then outstanding, the number of authorized shares of any class or classes of stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the stock of the Corporation entitled to vote.”

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by the President and the Secretary this 23<sup>rd</sup> day of January, 2018.

**TAPINATOR, INC.**

By: /s/ Andrew Merkatz  
Andrew Merkatz  
President

ATTEST:

By: /s/ Brian Chan  
Brian Chan  
Secretary