

## OTCQB Certification

Amended November 21, 2023

I, Lloyd Preston Jr., President and CEO of A1 Group, Inc. ("the Company"), certify that:

1. The Company is registered or required to file periodic reporting with the SEC or is exempt from SEC registration as indicated below:

**REGISTERED or REPORTING WITH THE SEC:**

- ☐ Company is registered under Section 12(g) of the Exchange Act  
☐ Company is reporting under Section 15(d) of the Exchange Act.  
☐ Company is a bank that reports to a Bank Regulator under Section 12(i) of the Exchange Act  
☐ Company is reporting under Regulation A (Tier 2)  
☐ Other (describe) \_\_\_\_\_

**EXEMPT FROM SEC REGISTRATION/NO SEC REPORTING OBLIGATIONS:**

- ☐ Company is exempt from registration under Exchange Act Rule 12g3-2(b)  
☐ Company is a bank that is non-SEC reporting but is current in its reporting to a Banking Regulator  
☒ Company is reporting under the Alternative Reporting Company Disclosure Guidelines and is otherwise exempt from registration and not required to file periodic reporting

2. The Company is current in its reporting obligations as of the most recent fiscal year end and any subsequent quarters, and such information has been posted either on the SEC's EDGAR system or the OTC Disclosure & News Service, as applicable.
3. The company is duly organized, validly existing and in good standing under the laws of the state or jurisdiction in which the Company is organized or does business.
4. The share information below is for the primary OTCQB traded security as of the latest practicable date:

US Trading Symbol:		<u>AWON</u>	<u>As of (date):</u>
Shares Authorized	(A)	<u>375,000,000</u>	<u>November 7, 2023</u>
Total Shares Outstanding	(B)	<u>360,756,038</u>	<u>November 7, 2023</u>
Number of Restricted Shares <sup>1</sup>	(C)	<u>246,844,554</u>	<u>November 7, 2023</u>
Unrestricted Shares Held by Officers, Directors, 10% Control Persons & Affiliates	(D)	<u>0</u>	<u>November 7, 2023</u>
Public Float: <i>Subtract Lines C and D from Line B</i>	(E)	<u>113,911,484</u>	<u>November 7, 2023</u>
% Public Float: <i>Line E Divided by Line B (as a %)</i> <sup>2</sup>	(F)	<u>31.58%</u>	<u>November 7, 2023</u>
Number of Beneficial Shareholders of at least 100 shares <sup>3</sup>	(G)	<u>69</u>	<u>November 7, 2023</u>

<sup>1</sup> Restricted Shares means securities that are subject to resale restrictions for any reason. Your transfer agent should be able to provide the total number of restricted securities.

<sup>2</sup> Public Float means the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "10 percent Control Person"), or any Affiliates thereof, or any Family Members of officers, directors, and control persons. Family Member shall mean a Person's spouse, parents, children, and siblings, whether by blood, marriage or adoption, or anyone residing in such Person's home. OTCQB traded securities are required to have a freely traded public float of at least 10% of the shares outstanding unless an exemption applies.

<sup>3</sup> Beneficial Shareholder means any person who, directly or indirectly has or shares voting power of such security or investment power, which includes the power to dispose, or to direct the disposition of, such security. OTCQB traded securities are required to have at least 50 beneficial shareholders unless an exemption applies.

## 5. Convertible Debt:

The following is a complete list of all promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities that were issued or outstanding at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this OTCQB Certification. **(If the note is no longer outstanding as of the current date, but was outstanding during the previously described period, the note must still be disclosed in the table below.):**

☒ Check this box to confirm there were no promissory notes, convertible notes, or other convertible debt arrangements 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 <sup>4</sup>	Name of Noteholder (entities must have individual with voting / investment control disclosed). <sup>5</sup>	Reason for Issuance (e.g., Loan, Services, etc.)
Total Outstanding Balance:				Total Shares:				

Use the space below to provide any additional details, including footnotes to the table above:

\_\_\_\_\_

## 6. Disclosure and Administrative Service Providers:

Annual Report Preparation:

List any 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. (If no attorney assisted in putting together the disclosure, identify the person(s) who prepared the disclosure and their relationship to the company.)

John E. Dolkart, Jr., Esq. (Dolkart Law PC) – 100 Pine Street, Suite 1250, San Francisco, California 94111.

Ongoing Disclosure and Administrative Services:

<sup>4</sup> 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.

<sup>5</sup> International Reporting Companies may elect not to disclose the names of noteholders who are non-affiliates of the company. "Affiliate" is a Person that directly, or indirectly through one or more intermediaries, controls or is controlled by, or is under common control with, an officer, a director, or a shareholder beneficially owning 10 percent or more of the Company's outstanding shares.

List any other attorney or service provider, if different than the primary legal counsel listed above, that assisted the company during the prior fiscal year on any matter related to preparation of company disclosure documents, corporate actions and activities related to submission of a Form 211 or OTC Markets' Application. **Please include the following items in this list: firm name, firm address, primary contact name and description of services provided.** If none, please state "None."

None

7. Investor Relations Providers:

The following is a complete list of third-party providers engaged by the Company, its officers, directors or controlling shareholders, at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this OTCQB Certification, to provide investor relations services, public relations services, marketing, brand awareness, stock promotion, or any other related services to the Company. **Please include the following items in this list: firm name, firm address, primary contact name and description of services provided.** If none, please state "None."

None

8. Officers, Directors and 5% Control Persons:

The following is a complete list of Officers, Directors and 5% Control Persons (control persons are beneficial owners of five percent (5%) or more of any class of the issuer's equity securities). Preferred shares, options, warrants that can be converted into common shares within the next 60 days should be included in the shareholdings listed below. **If any of the beneficial shareholders are corporate entities, provide the name and address of the person(s) owning or controlling such corporate entities. If the corporate entity owning 5% or more does not have a person(s) owning or controlling it, provide a note explaining why. For nominee accounts owning 5% or more, provide the name of the 5% beneficial shareholder for this account. If there are no beneficial shareholders of 5% or more behind a nominee account, add a note confirming this.**

Name (First, Last)	Position/company affiliation (ex: CEO, 5% control person)	City and State (And Country if outside US)	Number of Shares Owned (List common, preferred, warrants and options separately)	Class of shares owned	Percentage of Class of Shares Owned (undiluted)
Lloyd Preston Jr.	President, Director	Miami, Florida	6,000,000	Preferred Series "A"	100%
Lloyd Preston Jr.	President, Director	Miami, Florida	1,000,000	Preferred Series "B"	100%
Sean Lenehan	Independent Director	Boca Roton, Florida	None	N/A	N/A
John F. Arminio	Independent Director	Briarcliff Manor, New York	None	N/A	N/A
TREC Beverages, Inc. (Robert Ritondo)	5% Control Shareholder	Quebec, Canada	166,568,157	Common Stock	46.17%
Ian N. Dixon	5% Control Shareholder	Pahrump, Nevada	3,000,000	Preferred Series "C"	67.72%
Terra Norte, LLC (Ted Campbell)	5% Control Shareholder	Las Vegas, Nevada	1,000,000	Preferred Series "C"	22.57%

Use the space below to provide any additional details, including conversion terms of any class of the issuer's equity securities:

The Preferred Stock Series "A" is convertible into 60% of the then issued outstanding Common Stock of the Company and votes together with the Company's Common Stock at twice the number of shares of Common Stock it would convert into upon proper exercise as the holder thereof. The Series "A" Convertible Preferred Stock does not have any rights of redemption and is not entitled to receive any dividends to be issued by the Company. On June 4, 2021, the Company filed an amended designation with the Nevada Secretary of State increasing the authorized Series "A" Convertible Preferred Stock to 20,000,000 shares of stock.

The Preferred Stock Series "B" has no conversion rights into the Common Stock of the Company. The sole material right of this class of securities is the holders of the Preferred Series "B" Stock shall have voting rights (e.g., entitled to vote on any corporate matters or on matters effecting the rights of all shareholders) equivalent to sixty-seven (67%) of the then outstanding common stock of the Company inclusive of any conversion rights of other shareholders. The rights, preferences, and privileges attached to the Preferred Series "B" Stock shall be operative for a term of five (5) years calendar years or until April 30, 2026. On this date, the Preferred Series "B" Stock shall either expire and be returned to the treasury stock of the Company or the Company shall file a subsequent amendment of the voting rights to be filed with the State of Nevada. On May 10, 2021, the Company filed an initial designation with the Nevada Secretary of State authorizing the Preferred Series "B" stock.

The Preferred Series "C" Stock carries neither common stock voting rights nor will the holders thereof be entitled to receive dividends of any kind from the Company. The holders of the Preferred Series "C" Stock shall be entitled to convert into the Common Stock of the Company at a conversion rate to one (1) share of the Preferred Series "C" Stock to five (5) shares of Common Stock. The conversion rate of the Preferred Series "C" Stock is not affected by a forward or reverse split of the Common Stock of the Company. The Company may not alter the rights and privileges of this class of securities (e.g., by amendment to the Company's articles of incorporation or by the filing of an amended designation for this security) without a majority vote of the holders the then current outstanding Preferred Series "C" Stock. On May 10, 2021, the Company filed an initial designation with the Nevada Secretary of State authorizing the Preferred Series "C" stock.

9. Certification:

Date: November 21, 2023

Name of Certifying CEO or CFO: Lloyd Preston Jr.

Title: President and CEO

Signature: /s/ Lloyd Preston Jr.

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