

OTCQB Certification

I, Ali Kashani, Co-founder and CEO of Serve Robotics Inc. ("the Company"), certify that:

- 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

- 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.
- 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.
- The share information below is for the primary OTCQB traded security as of the latest practicable date:

US Trading Symbol:			<u>As of (date):</u>
Shares Authorized	(A)	<u>300,000,000</u>	<u>12/28/23</u>
Total Shares Outstanding	(B)	<u>24,832,814</u>	<u>12/28/23</u>
Number of Restricted Shares ¹	(C)	<u>17,900,647</u>	<u>12/28/23</u>
Unrestricted Shares Held by Officers, Directors, 10% Control Persons & Affiliates	(D)	<u>0</u>	<u>12/28/23</u>
Public Float: <i>Subtract Lines C and D from Line B</i>	(E)	<u>6,932,167</u>	<u>12/28/23</u>
% Public Float: <i>Line E Divided by Line B (as a %)</i> ²	(F)	<u>27.92%</u>	<u>12/28/23</u>
Number of Beneficial Shareholders of at least 100 shares ³	(G)	<u>244</u>	<u>12/28/23</u>

- Convertible Debt:

¹ 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.

² 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.

³ 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.

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(3)	# of Potential Shares to be Issued Upon Conversion ⁴	Name of Noteholder (entities must have individual with voting / investment control disclosed). ⁵	Reason for Issuance (e.g., Loan, Services, etc.)
4/21/2023 (1)	50,000	--	10/21/2023	(2)	15,625	--	Robert Caione	Loan
4/21/2023 (1)	200,000	--	10/21/2023	(2)	62,500	--	Matthew Simoncini	Loan
4/21/2023 (1)	50,000	--	10/21/2023	(2)	15,625	--	Joan L Bonanno TTE U/A DTD 12/05/2002 By Joan L Bonanno	Loan
4/21/2023 (1)	50,000	--	10/21/2023	(2)	15,625	--	Raymond J Bonanno TTE U/A DTD 12/05/2002 By Raymond J Bonanno	Loan
4/21/2023 (1)	100,000	--	10/21/2023	(2)	31,250	--	Ernest W. Moody Revocable Trust	Loan
4/21/2023 (1)	100,000	--	10/21/2023	(2)	31,250	--	MP Stewart LLC (Michael Stewart)	Loan
4/21/2023 (1)	35,000	--	10/21/2023	(2)	10,937	--	Barry Shemaria	Loan
4/21/2023 (1)	25,000	--	10/21/2023	(2)	7,812	--	Viken Manoukian	Loan
4/21/2023 (1)	65,000	--	10/21/2023	(2)	20,312	--	Thomas Collins	Loan
4/21/2023 (1)	50,000	--	10/21/2023	(2)	15,625	--	Nicholas P. McGovern	Loan
4/21/2023 (1)	50,000	--	10/21/2023	(2)	15,625	--	Joseph O. Manzi	Loan

⁴ 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.

⁵ 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.

4/21/2023 (1)	25,000	--	10/21/20 23	(2)	7,812	--	Richard & Mary Leslie Kingston	Loan
4/21/2023 (1)	150,000	--	10/21/20 23	(2)	46,875	--	Lora G. Shealy	Loan
4/21/2023 (1)	150,000	--	10/21/20 23	(2)	46,875	--	Jeffrey Shealy	Loan
4/21/2023 (1)	42,500	--	10/21/20 23	(2)	13,281	--	John Wagner	Loan
4/21/2023 (1)	10,000	--	10/21/20 23	(2)	3,125	--	Craig H. Unger	Loan
4/21/2023 (1)	25,000	--	10/21/20 23	(2)	7,812	--	Joseph A. Messeh	Loan
4/21/2023 (1)	24,000	--	10/21/20 23	(2)	7,500	--	Matthew G. Baebler	Loan
4/21/2023 (1)	15,000	--	10/21/20 23	(2)	4,687	--	Dr. Mariusz J. Klin	Loan
4/21/2023 (1)	25,000	--	10/21/20 23	(2)	7,812	--	Sarbjit Johl	Loan
4/21/2023 (1)	30,000	--	10/21/20 23	(2)	9,375	--	Gloria Lynn Roth	Loan
4/21/2023 (1)	25,000	--	10/21/20 23	(2)	7,812	--	Amanda Rose Saccomanno	Loan
4/21/2023 (1)	1,000,000	--	10/21/20 23	(2)	312,500	--	Mark Tompkins	Loan
4/21/2023 (1)	25,000	--	10/21/20 23	(2)	7,812	--	Scott Byer	Loan
4/21/2023 (1)	25,000	--	10/21/20 23	(2)	7,812	--	Richard Molinsky	Loan
4/21/2023 (1)	25,000	--	10/21/20 23	(2)	7,812	--	Roberto Mendez & Eliana Cardenas JTWROS	Loan
4/21/2023 (1)	20,000	--	10/21/20 23	(2)	6,250	--	Dr. Joshua J Gooden & Janeen Gooden JTWROS	Loan
4/21/2023 (1)	150,000	--	10/21/20 23	(2)	46,875	--	Thomas S. Murray	Loan
4/21/2023 (1)	100,000	--	10/21/20 23	(2)	31,250	--	Shawn P. Guttersen	Loan
4/21/2023 (1)	50,000	--	10/21/20 23	(2)	15,625	--	George A. Parmer	Loan
4/21/2023 (1)	50,000	--	10/21/20 23	(2)	15,625	--	Bruce D. Singleton	Loan
4/21/2023 (1)	70,000	--	10/21/20 23	(2)	21,875	--	Michael B Carroll & Sheila J Carroll JTWROS	Loan

4/21/2023 (1)	25,000	--	10/21/20 23	(2)	7,812	--	Andrew Smukler	Loan
4/21/2023 (1)	50,000	--	10/21/20 23	(2)	15,625	--	Paul J. Van der Merwe	Loan
4/21/2023 (1)	25,000	--	10/21/20 23	(2)	7,812	--	Akita Partners LLC (Maria Gengenbach)	Loan
4/21/2023 (1)	50,000	--	10/21/20 23	(2)	15,625	--	Carlos De Serpa Pimentel	Loan
4/21/2023 (1)	25,000	--	10/21/20 23	(2)	7,812	--	James W. Lees	Loan
4/21/2023 (1)	5,000	--	10/21/20 23	(2)	1,562	--	Alireza Tahmasebzadeh	Loan
4/21/2023 (1)	10,000	--	10/21/20 23	(2)	3,125	--	Ali Kashani	Loan
01/02/202 4	2,500,000	2,500,000	(4)	(4)			NVIDIA Corporation	Loan
01/02/202 4	500,000	500,000	(4)	(4)			Postmates, LLC	Loan
01/02/202 4	240,000	240,000	(4)	(4)			Zero1derful Living Trust	Loan
01/03/202 4	10,000	10,000	(4)	(4)			Sterling Road 1 LP	Loan
01/12/202 4	1,020,000	1,020,000	(4)	(4)			Network 1	Loan
01/22/202 4	494,500	494,500	(4)	(4)			Network 1	Loan
01/26/202 4	250,000	250,000	(4)	(4)			Sterling Rd Svc 1	Loan
Total Outstanding Balance:		0	Total Shares:		937,961	0		

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

- (1) This 10% Senior Subordinated Secured Convertible Promissory Note (the "Bridge Note") was issued by Serve Operating Co.
- (2) Upon the closing of the reverse merger with Serve Robotics Inc. (formerly known as Patricia Acquisition Corp.), all of the outstanding principal amount of the Bridge Notes automatically converted into (i) shares of Serve Robotics Inc.'s Common Stock, at \$3.20 per share (the "Conversion Shares") and (ii) warrants to purchase a number of shares of Serve Robotics Inc.'s Common Stock equal to fifty percent (50%) of the Conversion Shares (the "Bridge Warrants").
- (3) Not including the shares of Common Stock underlying the Bridge Warrants.
- (4) Please see Serve 8k filing on January 3, 2024 for Terms of Convertible Note

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.)

The Company's primary legal counsel is Orrick, Herrington and Sutcliffe LLP

Ongoing Disclosure and Administrative Services:

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."

Firm name: Orrick, Herrington and Sutcliffe LLP

Firm address: 222 Berkeley St #2000, Boston, MA 02116

Contact: Albert Vanderlaan, Esq.

Description of services provided: counsel related to (1) reverse merger and alternate public offering and related matters and (2) general corporate and securities offering matters.

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."

COR Prominence, LLC

PO Box 328

Sea Cliff, NY 11579

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)
Postmates, LLC (1)	5% Control Person	San Francisco, CA	3,963,808	Common	16.0%
Nvidia (2)	5% Control Person	Santa Clara, CA	2,676,904	Common	10.8%

NEO 2.0 Entities (3)	5% Control Person	San Mateo, CA	1,438,228	Common	5.8%
Mark Tompkins (4)	5% Control Person	Lugano-Paradiso, Switzerland	1,843,750	Common	7.4%
Ali Kashani (5)	CEO & Director	Los Altos Hills, CA	2,360,543	Common	9.5%
Touraj Parang (6)	President & Director	Los Altos Hills, CA	815,904	Common	3.3%
James Buckley Jordan (7)	Director	Santa Monica, CA	809,936	Common	3.3%
Olivier Vincent	Director	North Vancouver, BC, Canada	9,928	Common	*%
Ali Pourdad (8)	Director	Old Fort Bay, Nassau, Bahamas	31,283	Common	*%
Euan Abraham (9)	Senior Vice President Hardware Engineering	San Francisco, CA	181,301	Common	*%
Sarfraz Maredia	Director	West Lake Hills, TX	-	-	-

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

* Represents beneficial ownership of less than 1%.

- (1) Postmates, LLC is the wholly-owned subsidiary of Uber Technologies Inc, a publicly traded company.. The address of Uber Technologies Inc. is 1515 3rd Street, San Francisco, California 94158.
- (2) Nvidia is a publicly traded company. Its address is 2788 San Tomas Expressway, Santa Clara, California 95051.
- (3) Consists of (i) 1,420,228 shares of common stock held by NEO 2.0, L.P. and (ii) 18,000 shares of Common stock held by NEO 2.0a, L.P. The general partner of each of NEO 2.0., L.P. and NEO 2.0a, L.P. is NEO GP 2.0, LLC. Ali Partovi is the Managing Director of NEO GP 2.0, LLC and has dispositive power over the shares of common stock controlled thereby. The address of NEO GP 2.0, LLC is 2121 S. El Camino Real, Ste 200, San Mateo, California 94403.
- (4) Consists of (i) 1,687,500 shares of common stock and (ii) 156,250 shares of common stock underlying warrants.
- (5) Consists of (i) 2,205,309 shares of common stock held directly by Ali Kashani, (ii) 16,070 shares of common stock held by Nikki Stoddart, the spouse of Dr. Kashani, (iii) 80,350 shares of common stock held by Salma Kashani, (iv) 8,035 shares of common stock held by Ali Sadeghi Hariri, (v) 1,562 shares underlying warrants to purchase common stock which are exercisable within 60 days of November 17, 2023, and (vi) 48,007 shares of common stock underlying options which are or will become exercisable within 60 days of November 17, 2023. Dr. Kashani shares control of the shares of common stock held by Ms. Stoddart. 1,187,394 shares of common stock held by Dr. Kashani are subject to a repurchase option held by the Company in the event that Dr. Kashani's service with the Company is terminated.
- (6) Consists of (i) 794,709 shares of Common stock held by Touraj Parang, (ii) 2,008 shares of common stock held by Armin Parang, Mr. Parang's brother, (iii) 2,008 shares of common stock held by Payman Parang, Mr. Parang's brother, (iv) 2,008 shares of common stock held by Shaghayegh Ahkami, Mr. Parang's sister-in-law, (v) 2,008 shares of common stock held by Shahyar Ahkami, Mr. Parang's brother-in-law, and (vi) 12,634 shares of common stock underlying options which are or will become exercisable within 60 days of November 17, 2023. Mr. Parang disclaims beneficial ownership of the shares of common stock held by Armin Parang, Payman Parang, Shaghayegh Ahkami and Shahyar Ahkami. 434,820 shares of common stock held by Mr. Parang are subject to a repurchase option held by the Company in the event that Mr. Parang's service with the Company is terminated.
- (7) Consists of (i) 659,035 shares of common stock held by Wavemaker Global Select II, LLC, (ii) 9,200 shares held by Future VC, LLC, (iii) 77,291 shares of common stock held by Match Robotics VC, LLC and (iv) 64,410 shares of common stock underlying warrants to purchase common stock which are exercisable within 60 days of

November 17, 2023. James Buckley Jordan is the Managing Partner of Wavemaker Global Select II, LLC and has dispositive power over the shares of common stock held thereby. Future VC, LLC and Match Robotics VC, LLC are controlled by James Buckley Jordan. The address of Wavemaker Global Select II, LLC is 1 Nanson road #03-00, Singapore 238909. The address for Future VC, LLC is 1438 9th St., Santa Monica, California 90401. The address for Match Robotics VC, LLC is 1134 11th Street, Suite 101, Santa Monica, California 90403.

- (8) Shares of common stock are held by Pourdad Capital Corp. over which Ali Pourdad has control.
- (9) Consists of (i) 162,170 options to purchase shares of common stock which are or will become exercisable within 60 days of November 17, 2023.

9. Certification:

Date: 3/6/2024

Name of Certifying CEO or CFO: Ali Kashani

Title: Co-Founder and CEO

DocuSigned by:

Signature: Ali Kashani

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