

## Management Certification

The undersigned, on behalf of Capstone Companies, Inc. ("the Company"), certifies that the information provided herein is accurate and complete to the best of the Company's knowledge.

1. The Company publishes disclosure pursuant to the following obligation (select one):

### SEC REPORTING OBLIGATION:

- 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 (describe) \_\_\_\_\_

### EXEMPT FROM SEC REGISTRATION/NO SEC REPORTING OBLIGATION:

- The Company is exempt from SEC registration and has a reporting obligation to a U.S. Bank Regulator
- The Company is exempt from SEC Registration and is reporting under the Alternative Reporting Standard

The Company is current in its reporting obligation as indicated above.

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.<sup>1</sup>

Transfer Agent: EQ - Equiniti

Address:

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<sup>1</sup> OTCQX and OTCQB companies are required to retain a transfer agent that participates in the Transfer Agent Verified Shares Program.

Equiniti Trust  
Company, LLC.  
P.O. Box 855857  
Minneapolis, MN  
55485-5857

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.

PW Richter, PLC, Paul W. Richter

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): 12/31/2024

<b>Individual Name</b> (First, Last) or <b>Entity Name</b> (Include names of control person(s) if a corporate entity)	<b>Position/Company</b> <b>Affiliation</b> (ex: CEO, 5% Control person)	<b>City and State</b> (Include Country if outside U.S.)	<b>Number of</b> <b>Shares</b> <b>Owned</b> (List common, preferred, warrants and options separately)	<b>Class of</b> <b>Shares</b> <b>Owned</b>	<b>Percentage</b> <b>of Class of</b> <b>Shares</b> <b>Owned</b> (undiluted)
Alexander Jacobs	CEO	Deerfield Beach, FL	-	-	-
Dana Eschenburg Perez	CFO	Deerfield Beach, FL	-	-	-
Stewart Wallach	Chair of Board	Deerfield Beach, FL	9,831,745	Common	20.1%
Stewart Wallach	Chair of Board	Deerfield Beach, FL	292,478	Series B-1 Preferred Shares	38%
Jeff Guzy	Director	Deerfield Beach, FL	52,800	Common	0.01%
Jeff Guzy	Director	Deerfield Beach, FL	104,144	Options	50%
Jeff Postal	Director	Deerfield Beach, FL	104,144	Options	50%
Jeff Postal	Director	Deerfield Beach, FL	189,174	Series B-1 Preferred Shares	25%
Jeff Postal	Director	Deerfield Beach, FL	9,034,120	Common	18.5%


Any additional material details, including conversion terms of any class of the issuer's equity securities, are below:

The B-1 preferred stock is convertible into common shares, at a rate of 66.66 of common stock for each share of B-1 convertible preferred stock. The par value of the B-1 preferred shares is \$0.0001. The preferred stock is restricted under Rule 144 of the Securities Act of 1933.

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 <sup>2</sup>	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)
10/18/2021	\$ 340,000	\$ -	N/A	Converted to Series B-1 Preferred Shares at \$0.07 per common share.	79,853	N/A	G. Nexus	Working Capital
10/18/2021	\$ 340,000	\$ -	N/A	Converted to Series B-1 Preferred Shares at \$0.07 per common share.	79,853	N/A	J. Postal	Working Capital
10/18/2021	\$ 340,000	\$ -	N/A	Converted to Series B-1 Preferred Shares at \$0.07 per common share.	79,853	N/A	E. Fleisig/	Working Capital
5/1/2022	\$ 200,000	\$ -	N/A	Converted to Series B-1 Preferred Shares	45,879	N/A	G. Nexus	Working Capital

<sup>2</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.

				at \$0.07 per common share.				
5/1/2022	\$ 200,000	\$ -	N/A	Covered to Series B-1 Preferred Shares at \$0.07 per common share.	45,879	N/A	J. Postal	Working Capital
5/1/2022	\$ 200,000	\$ -	N/A	Loan purchased by S. Wallach and J. Postal	45,879	N/A	M. Khoury; Preferred Stock issued to S. Wallach & J. Postal, 22,940 each respectively	Working Capital
1/3/2023	\$ 40,000	\$ -	N/A	Covered to Series B-1 Preferred Shares at \$0.07 per common share.	8,899	N/A	G. Nexus	Working Capital
3/27/2023	\$ 183,500	\$ -	N/A	Covered to Series B-1 Preferred Shares at \$0.07 per common share.	40,542	N/A	S. Wallach	Working Capital
Q2-2023 Loan Advances	\$ 160,000	\$ -	N/A	Covered to Series B-1 Preferred Shares at \$0.07 per common share.	35,069	N/A	S. Wallach	Working Capital
Q3-2023 Loan Advances	\$ 200,000	\$ -	N/A	Covered to Series B-1 Preferred Shares at \$0.07 per common share.	43,312	N/A	S. Wallach	Working Capital
Q4-2023 Loan Advances	\$ 49,000	\$ -	N/A	Covered to Series B-1 Preferred Shares at \$0.07 per common share.	10,127	N/A	S. Wallach	Working Capital
10/13/2022	\$ 50,000	\$ -	N/A	Covered to Series B-1 Preferred Shares at \$0.07 per common share.	11,238	N/A	J. Postal	Working Capital
12/1/2022	\$ 50,000	\$ -	N/A	Covered to Series B-1 Preferred Shares at \$0.07 per common share.	11,170	N/A	J. Postal	Working Capital
1/16/2024	\$ 50,000	\$ -	N/A	Covered to Series B-1 Preferred Shares	10,594	N/A	J. Postal	Working Capital

				at \$0.07 per common share.				
Q1-2024 Loan Advances	\$ 40,000	\$ -	N/A	Converted to Series B-1 Preferred Shares at \$0.07 per common share.	8,395	N/A	S. Wallach	Working Capital
Deferred Wages	\$608,840	\$ -	N/A	Converted to Series B-1 Preferred Shares at \$0.07 per common share.	124,594	N/A	S. Wallach	Deferred Wages
Deferred Consulting Fees	\$336,875	\$ -	N/A	Converted to Series B-1 Preferred Shares at \$0.07 per common share.	68,939	N/A	G. Wolf	Deferred Consulting Fees
10/31/2024	\$ 178,932	\$ 178,932	12/31/2025	N/A	N/A	N/A	Coppermine Ventures	Working Capital
<b>Total Outstanding Balance:</b>		178,932	<b>Total Shares:</b>		750,075	-		

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

On December 18, 2024, the Company's Board of Directors approved the cancellation of notes payable, with the exception of the Coppermine Ventures promissory note, in exchange for shares of Series B-1 Convertible Preferred Stock ("B-1 Stock") of the Company, calculated at a price of \$0.07 per share ("the Exchange Price"). The B-1 preferred stock is convertible into common shares, at a rate of 66.66 of common stock for each share of B-1 convertible preferred stock. Each note holder executed the cancellation agreement and received their pro-rata B-1 Stock in accordance with the Exchange Price. A total of 750,075 B-1 Stock was issued for cancellation of \$3,665,303 in principal and accrued interest, inclusive of deferred salary and consulting wages for S. Wallach and G. Wolf, respectively, as reflected in the table below. As the cancellation of debt was agreed upon by existing equity holders and related parties, the Company recorded the cancellation as a capital transaction and recorded in the statement of stockholder's deficit as of December 31, 2024.

**Signature:**

Name of Principal Executive Officer or Principal Financial Officer: Dana Perez

Title: CFO

Date: 04/1/2025

Signature: /s/ Dana Eschenburg Perez

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