

OTCQB Certification

I, Kevin Vaughn, Treasurer of Bancorp 34, 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 with the SEC

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>BCTF</u>	<u>As of (date):</u>
Shares Authorized	(A)	<u>100,000,000</u>	<u>5/13/24</u>
Total Shares Outstanding	(B)	<u>7,436,267</u>	<u>5/13/24</u>
Number of Restricted Shares ¹	(C)	<u>1,580,321</u>	<u>5/13/24</u>
Unrestricted Shares Held by Officers, Directors, 10% Control Persons & Affiliates	(D)	<u>311,631</u>	<u>5/13/24</u>
Public Float: <i>Subtract Lines C and D from Line B</i>	(E)	<u>5,544,315</u>	<u>5/13/24</u>
% Public Float: <i>Line E Divided by Line B (as a %)</i> ²	(F)	<u>74.56%</u>	<u>5/13/24</u>
Number of Beneficial Shareholders of at least 100 shares ³	(G)	<u>459</u>	<u>5/13/24</u>

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.

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 ⁴	Name of Noteholder (entities must have individual with voting / investment control disclosed). ⁵	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.)

Nelson Mullins Riley & Scarborough LLP – John Willis, Brennan Ryan

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

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.

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."

Ironwood Venture, 7014 E. Camelback, Rd. Ste 1452, Scottsdale, AZ 85251
Cision US Inc. (PR Newswire), 1785 Greensboro Station, 8th Floor, McLean, VA 22102

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.

For beneficial shareholders that 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. If the corporate entity is a publicly traded company, provide the company's trading symbol and market.

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, the nominee account does not need to be included in the table below.

For issuers exempt from registration under Exchange Act Rule 12g3-2(b): Complete the table below with the information described above for Officers, Directors and 10% Control Persons.

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)
Randy Rabon	Director	Alamogordo, NM	Voting Common = 51,445 Options/Warrants = 10,114	Voting, Options	0.79%
William Assenmacher	Director	Tucson, AZ	Voting Common = 199,990	Voting	2.58%
Robert Decker	Director	Tucson, AZ	Voting Common = 19,597	Voting	0.25%
Ciaran McMullan	Chairman/CEO	Scottsdale, AZ	N/A	N/A	N/A
Elaine Ralls	Director	Sun Lakes, AZ	Voting Common = 27,555 Options = 9,700	Voting, Options	0.48%
Spencer Cohn	Director	San Diego, CA	N/A	N/A	N/A
Kevin Ahern	Director	Littleton, CO	N/A	N/A	N/A
Chris Webster	President	Cave Creek, AZ	Voting Common = 20,475	Voting	0.26%

Kevin Vaughn	CFO	New River, AZ	Voting Common = 2,500 Options = 1,100	Voting, Options	0.05%
Evan Anderson	CRO	Gilbert, AZ	Voting Common = 10,099	Voting	0.13%
Paul Tees	CCO	Tucson, AZ	Voting Common = 10,025	Voting	0.13%
Castle Creek Capital Fund VIII, L.P.	5% control	San Diego, CA	Voting Common = 380,580 Non-Voting Common = 701,849 Warrants = 108,242	Voting, Non-Voting, Warrants	Voting = 6.57% Non-Voting = 9.44%
Brush Creek-B34, LLC	Director	Littleton, CO	Voting Common = 321,428 Warrants = 32,143	Voting, Warrants	4.56%
AB Financial Services Opportunities	5% Control	New York, NY	Voting Common = 260,546 Non-voting Common = 118,266 Warrants = 29,999	Voting, Non-Voting, Warrants	Voting = 4.19% Non-Voting = 1.08%

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

Castle Creek Capital Fund VIII, L.P. and AB Financial Services Opportunities have the option to convert non-voting shares into voting shares so long as the total volume of voting shares does not exceed 9.9% respectively.

Kevin Ahern serves as the director designee for Brush Creek-B34, LLC. Mr. Ahern is a Managing Partner at BCP Manager, LLC, which is the general partner of Brush Creek Partners, LP, the sole owner of Brush Creek-34, LLC, which entity owns 321,428 shares of Bancorp 34 voting common stock and 32,143 warrants to purchase Bancorp 34 common stock. Mr. Ahern disclaims beneficial ownership of such shares held by Brush Creek-B34, LLC except to the extent of his pecuniary interest therein.

Spencer Cohn serves as the director designee for Castle Creek Partners VIII, L.P. Mr. Cohn is a director at Castle Creek Capital LLC which is the sole general partner of Castle Creek Partners VIII, L.P., which entity owns 380,580 shares of Bancorp 34 voting common stock, 701,849 shares of non-voting stock and 108,242 warrants to purchase Bancorp 34 common stock. Mr. Cohn disclaims beneficial ownership of such shares held by Castle Creek Partners VIII, L.P., except to the extent of his pecuniary interest therein.

BCP Manager, LLC is the general partner of Brush Creek Partners, LP, the sole owner of Brush Creek-B34. Kevin Ahern and Scott Maierhofer are managing partners of Brush Creek Partners, LP. The effect of this ownership structure is that Mr. Ahern holds voting and investment control of Brush Creek-B34's shares of Bancorp 34, and in Mr. Ahern's absence Mr. Maierhofer holds voting and investment control of Brush Creek-B34's shares of Bancorp 34.

Castle Creek Capital LLC is the sole general partner of Castle Creek Partners VIII, L.P. Spencer Cohn is the director of Castle Creek Partners VIII, L.P., and David Volk is the managing principal of Castle Creek Partners VIII, L.P. The effect of this ownership structure is that Mr. Cohn holds voting and investment control of Castle Creek Capital Partners VIII, L.P.'s shares of Bancorp 34, and in Mr. Cohn's absence Mr. Volk holds voting and investment control of Castle Creek Capital Partners VIII, L.P.'s shares of Bancorp 34.

The address of Alliance Bernstein Financial Services Opportunities Fund ("ABSOF") is c/o Alliance Bernstein L.P., 1345 Avenue of the Americas, New York, NY 10105. Mike Howard, the Chief Investment Officer of ABSOF holds voting and investment control of ABSOF's shares of Bancorp 34.

9. Certification:

Date: 5/13/24

Name of Certifying CEO or CFO: Kevin Vaughn

Title: CFO

Signature: /s/ Kevin Vaughn
(Digital Signatures should appear as /s/ [OFFICER NAME])