

Bancorp 34, Inc.

Amendment to Management Certification for 12/31/2024 originally published through the OTC Disclosure & News Service on [05/27/2025](#)

Explanatory Note:

Not a shell holding company per OTC definition

***This coversheet was automatically generated by OTC Markets Group based on the information provided by the Company. OTC Markets Group has not reviewed the contents of this amendment and disclaims all responsibility for the information contained herein.*

Management Certification

The undersigned, on behalf of Bancorp 34, Inc ("the Company"), certifies that the information provided herein is accurate and complete to the best of the Company's knowledge.

1. The Company is current in its disclosure obligations pursuant to the following reporting standard:

SEC Reporting Obligations

- ☐ 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 (please describe)

Other Reporting Obligations

- ☒ The Company is a U.S. bank, bank holding company, or similar financial institution exempt from SEC registration, has a reporting obligation to a U.S. Bank Regulator and follows OTC Markets' Bank Reporting requirements.
- ☐ The Company is exempt from SEC registration and is reporting under the Alternative Reporting Standard

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.¹

Transfer Agent: Continental Stock Transfer and Trust

Address: 1 State Street, 30th Floor, New York, 10004-1561

¹ OTCQX, OTCQB, and OTCID companies are required to retain a transfer agent that participates in the Transfer Agent Verified Shares Program. OTCID companies that act as their own transfer agent may submit data directly to OTC Markets.

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.

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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): 3/31/2025

Individual Name (First, Last) or Entity Name (Include names of control person(s) if a corporate entity)	Position/Company Affiliation (ex: CEO, 5% Control person)	City and State (Include Country if outside U.S.)	Number of Shares Owned (List common, preferred, warrants and options separately)	Class of Shares Owned	Percentage of Class of Shares Owned (undiluted)
Ciaran McMullan	Chairman/CEO	Richmond, VA	27,700	Voting Common	Voting Common - 0.38%
Kevin Ahern	Director/Control Person for Brush Creek-B34, LLC.	Littleton, CO	Voting Common – 321,428 Warrants – 32,143	Voting Common, Warrants	Voting Common - 4.87%
Spencer Cohn	Director/Control Person for Castle Creek Partners VIII, LP.	San Diego, CA	Voting Common – 380,582 Non-Voting Common – 701,849 Warrants – 108,242	VotingCom mon, Non- Voting Common, Warrants	Voting Common – 9.90% Voting and Non-Voting Common – 15.39%
William Assenmacher	Director	Tucson, AZ	Voting Common – 202,071	Voting Common	Voting Common - 2.78%
Robert Decker	Director	Tucson, AZ	Voting Common – 19,596	Voting Common	Voting Common - 0.27%
Randy Rabon	Director	Alamogordo, NM	Voting Common – 51,445	Voting Common, Warrants	Voting Common – 0.72%

			Warrants – 714		
Elaine Ralls	Director	Sun Lakes, AZ	Voting Common – 29,566 Warrants – 300	Voting Common, Warrants	Voting Common – 0.41%
Chris Webster	Director	Scottsdale, AZ	Voting Common – 30,475	Voting Common	Voting Common – 0.42%
Paul Tees	Chief Credit Officer	Tucson, AZ	Voting Common – 15,125	Voting Common	Voting Common – 0.21%
Evan Anderson	Chief Information Officer and Chief Risk Officer	Chandler, AZ	Voting Common – 14,349	Voting Common	Voting Common – 0.20%
Kevin Vaughn	Chief Financial Officer	New River, AZ	Voting Common – 7,050	Voting Common	0.10%

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

Non-Voting Common can be converted to voting shares assuming the entity or individual does not exceed 9.9% of voting shares outstanding.

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 ²	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)
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² 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.

**Total Outstanding
Balance:**

Total Shares:

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

Signature:

Name of Principal Executive Officer or Principal Financial Officer: Kevin Vaughn

Title: Treasurer/CFO

Date: 5/27/25

Signature: /s/ Kevin Vaughn

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