

Management Certification

The undersigned, on behalf of Damon 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

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-
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Other Reporting Obligations

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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: Odyssey Transfer and Trust Company

Address: 2155 Woodlane Drive, Suite 100, Woodbury, MN 55125

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.

Kevin Friedmann, Norton Rose Fulbright US LLP

Siyuan An, Norton Rose Fulbright US LLP

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): May 1, 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)
Dominique Kwong	Interim CEO and Director	Vancouver, BC, Canada	748,945 shares	Common Shares	0.03%
Baljinder (Bal) Bhullar	CFO and Director	North Vancouver, BC, Canada	Nil	Common Shares	Nil
Melanie Figueroa	Director	Ridgewood, NY	317,341 shares	Common Shares	0.01%
Shashi Tripathi	Director/Chairman	Yorba Linda, CA	31,605 shares	Common Shares	0.001%
Karan Sodhi	Director	Richmond, BC, Canada	Nil	Common Shares	Nil
Streeterville Capital, LLC (John Fife – President)	5% Control Person	St. George, Utah	244,802,656*	Common Shares	9.99%*

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

*As of May 1, 2025, Streeterville holds nil common shares. Streeterville also has rights under pre-paid purchases pursuant to the Securities Purchase Agreement dated December 20, 2024 to own an aggregate number of the Company's common shares, based on the pricing formula set forth in the agreement, which, except for a contractual cap on the amount of outstanding shares that Streeterville may own, would exceed such a cap. Additionally, Streeterville has rights to convert the Secured Promissory Note originally issued on June 26, 2024, as amended, up to approximately 201,013,306 common shares, subject to a contractual cap on the amount of outstanding shares Streeterville may own. Streeterville's current ownership cap under these agreements is 9.99%. Thus, the number of common shares beneficially owned by Streeterville as of May 1, 2025 was 244,802,656 shares, which is 9.99% of the 2,450,477,042 shares outstanding on May 1, 2025.

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.)
December 20, 2024	\$10 mil	3,246,412	N/A, no fixed maturity date	The purchase price of the common shares will be the lower of (i) \$1.50 or (ii) 90% of the lowest daily VWAP during the ten consecutive trading days immediately prior to the purchase notice date, subject to a floor price which is equal to 20% of the "Minimum Price" as defined under Nasdaq Listing Rule 5635(d) prior to the applicable closing	8,133,614	648,177,440 (See also Note 1 below)	Streeterville	Working Capital
June 26, 2024	6,470,000	5,045,434	December 26, 2025	Conversion price is 90% of the lowest daily volume weighted average price of the common shares during the ten trading day period proceeding the delivery date of the conversion notice, subject to a floor price of \$0.20, which will be adjusted to match any lower floor price offered by the	Nil	201,013,306	Streeterville	Working Capital

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.

				company in other issuances				
Total Outstanding Balance:	8,291,846		Total Shares:	8,133,614	849,190,74			
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Any additional material details, including footnotes to the table are below :

1. Pre-paid security purchase

On December 20, 2024, the Company entered into a securities purchase agreement (the “Securities Purchase Agreement”) with Streeterville Capital, LLC (“Streeterville”), pursuant to which the Company agreed to issue and sell to Streeterville pre-paid purchases at an aggregate purchase price of up to \$10,000,000 for the purchase of the Company’s common shares. Each pre-paid purchase includes an original issue discount of 7% and accrues interest at an annual rate of 8%. As consideration for Streeterville’s commitment, the Company issued 343,053 common shares to Streeterville. Also, \$100,000 from the initial pre-paid purchase funding, and 15% of the funding from subsequent pre-paid purchases, shall be used to repay the indebtedness under the secured promissory note issued to Streeterville in June 2024 with an original principal amount of \$6,470,000 (Note 2 below).

As of May 1, 2025, the Company has received an aggregate of \$4,400,000 from Streeterville out of the total \$10,000,000 committed amount, resulting in an outstanding principal balance of \$4,708,000. Of the \$4,400,000 received, a total of \$460,000 has been used to repay the indebtedness under the secured promissory note issued to Streeterville in June 2024.

As of May 1, 2025, Streeterville has purchased, and the Company has issued, a total of 8,133,614 common shares to satisfy pre-paid purchases made through this date, based on the pricing formula described in the Streeterville Securities Purchase Agreement, and the outstanding principal balance was reduced by \$1,550,000.

As of May 1, 2025, the remaining pre-paid purchases (for which shares have not yet been delivered) amounted to \$3,246,412, including principal balance of \$3,158,000, and interest payable of \$88,412.

Additionally, an indeterminate number of common shares remain issuable under the Securities Purchase Agreement, subject to the market price at the closing of each pre-paid purchase and other terms and conditions of the agreement including the floor price determined at the applicable closing, if and when Streeterville continues to devlier pre-paid purchase notices to the Company out of the remaining \$5,600,000 committed amount.

2. Long-Term Debt

On June 26, 2024, Grafiti (now named Damon Inc.) and Streeterville Capital, LLC (“Streeterville” or “Investor”) entered into a note purchase agreement, pursuant to which Grafiti agreed to sell, and Streeterville agreed to purchase, a secured promissory note in an aggregate original principal amount of \$6,470,000 (the “Streeterville Note”). The Streeterville Note accrues interest on the outstanding balance of the note at the rate of 10% per annum, and all principal plus accrued interest is due and payable in December 2025. The Streeterville Note carries an original issue discount of \$1,450,000 and \$20,000 of issuance costs to cover legal, accounting, due diligence, monitoring and other transaction costs, which were recorded as a contra liability within long-term debt and will be amortized over the term of the note.

Starting on the earlier of 13 months after the closing of the Business Combination as of November 13, 2024 or January 1, 2026, the Investor may require the borrower to redeem up to one-sixth of the note’s initial principal and accrued interest monthly, and any unexercised redemption amounts can be carried over to future months. Grafiti has also agreed to not issue or sell any equity securities for capital raising purposes without the Investor’s prior consent.

The Company repaid amount of \$2,216,168 principal. As of May 1, 2025, the total outstanding balance of the Streeterville Note consists of \$4,253,832 principal, \$237,868 monitoring fee, and \$553,734 accrued interest.

Signature:

Name of Principal Executive Officer or Principal Financial Officer: Baljinder Bhullar

Title: CFO

Date: May 1, 2025

Signature: /s/ Baljinder Bhullar

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