



Management Certification

The undersigned, on behalf of Compass Digital Acquisition Corp. ("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 & Trust Company
Address: 1 State Street, 30th Floor, New York, New York 10004

9. The Company's most recent Annual Report was prepared by:

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.
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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.

Ellenoff Grossman & Schole LLP

10. The Company's Officers, Directors and 5% Beneficial Owners 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): June 18, 2025

Individual Name (First, Last) or Entity Name (Include names of control person(s) if a corporate entity)	Position/Company Affiliation (ex: CEO, ≥ 5% beneficial owner)	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)
HCG Opportunity, LLC (the "Sponsor"): HCG Opportunity MM ("HCG MM") is the sole member of the Sponsor and has voting and investment discretion with respect to the ordinary shares held of record by the sponsor. Thomas D. Hennessy and Daniel J. Hennessy are the sole members of HCG MM.	> 5% beneficial owner	Zephyr Cove, NV	2,260,941	Class A ordinary shares	68.3%
			832,095	Class B ordinary shares	39.4%
			4,645,398	Private placement warrants	96.1%
Daniel J. Hennessy	> 5% beneficial owner; Chairman	Zephyr Cove, NV	2,260,941	Class A ordinary shares	68.3%
			832,095	Class B ordinary shares	39.4%
			4,645,398	Private placement warrants	96.1%
Thomas D. Hennessy	> 5% beneficial owner; CEO and Director	Zephyr Cove, NV	2,260,941	Class A ordinary shares	68.3%
			832,095	Class B ordinary shares	39.4%
			4,645,398	Private placement warrants	96.1%
Nick Geeza	CFO	Zephyr Cove, NV	-	-	-
Joseph Beck	Director	Zephyr Cove, NV	-	-	-

Anna Brunelle	Director	Zephyr Cove, NV	-	-	-
Kirk Hovde	Director	Zephyr Cove, NV	-	-	-
Matt Schindel	Director	Zephyr Cove, NV	-	-	-
Compass Digital SPAC LLC	> 5% beneficial owner	Dallas, TX	939,059	Class A ordinary shares	28.4%
			1,278,027	Class B ordinary shares	60.6%
			186,667	Private placement warrants	3.9%
Sea Otter Securities Group LLC	> 5% beneficial owner	New York, NY	841,098	Class A ordinary shares	25.4%
Citadel Advisors LLC	> 5% beneficial owner	Miami, FL	752,899	Class A ordinary shares	22.7%
Polar Asset Management Partners Inc.	> 5% beneficial owner	Toronto, ON, Canada	500,000	Class A ordinary shares	15.1%
Atlas Merchant Capital SPAC Fund I LP	> 5% beneficial owner	New York, NY	500,000	Class A ordinary shares	15.1%
Centiva Capital, LP	> 5% beneficial owner	New York, NY	300,000	Class A ordinary shares	9.1%
Meteora Capital, LLC	> 5% beneficial owner	Boca Raton, FL	265,000	Class A ordinary shares	8.0%

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

Each whole warrant entitles its holder to purchase one Class A ordinary share at an exercise price of \$11.50 per share. The warrants will become exercisable 30 days after the completion of the Company's initial business combination and expire five years after the completion of its initial business combination or earlier upon redemption or liquidation.

Holders of Class B ordinary shares to convert such shares into Class A ordinary shares on a one-for-one basis at any time and from time to time prior to the closing of the Company's initial business combination at the election of the holders.

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 (\$)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of	# Shares Converted to Date	# of Potential Shares to be	Name of Noteholder (entities must have individual with voting / investment control disclosed)	Reason for Issuance (e.g., Loan, Services, etc.)

		(include accrued interest)		instrument to shares)		Issued Upon Conversion ²		
12/30/2021	\$1,000,000	\$125,000	The earlier of (i) the date of consummation of the initial business combination and (ii) the date that winding up of the Company is effective	Convertible into warrants to purchase Class A ordinary shares at a conversion price of \$1.50 per warrant.	0	83,333	YAS International, LLC (d/b/a Gupta Capital Group)	To fund expenses relating to target business search and other working capital requirements
11/21/2024	\$2,500,000	\$1,381,000	Upon the consummation of the initial business combination or the date of the liquidation of the Company	Convertible into warrants to purchase Class A ordinary shares at a conversion price of \$1.50 per warrant.	0	920,667	Compass Digital SPAC LLC	For advances previously made and for working capital expenses
Total Outstanding Balance:		<u>1,506,000</u>			Total Shares: 0		1,004,000	

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

Signature:

Signed by:

Nicholas Gupta

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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. {01538389.DOCX.4}

Name of Principal Executive Officer or Principal Financial Officer: Nicholas Geeza

Title: CFO

Date: 6/23/2025

Signature: _____

(Digital Signatures should appear as **DD1546350464PP**)

(Digital Signatures should appear as [REDACTED] for [CER NAME])

- Signed by:

Nicholas Geza