



## Management Certification

The undersigned, on behalf of Loop Media, 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.<sup>1</sup>

Transfer Agent: ClearTrust

Address: 16540 Pointe Village Dr. Ste. 210, Lutz, FL 33558

<sup>1</sup> 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.

• Patti Weber, Anthony, Linder & Cacomanolis, PLLC

• Joanne Lytle, Associate General Counsel, Loop Media, Inc

## 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 25, 2025

<b>Individual Name (First, Last) or Entity Name (Include names of control person(s) if a corporate entity)</b>	<b>Position/Company Affiliation (ex: CEO, ≥ 5% beneficial owner)</b>	<b>City and State (Include Country if outside U.S.)</b>	<b>Number of Shares Owned (List common, preferred, warrants and options separately)</b>	<b>Class of Shares Owned</b>	<b>Percentage of Class of Shares Owned (undiluted)</b>
<b>Bruce Cassidy<sup>1</sup></b>	Executive Chairman of the Board of Directors of Loop Media, Inc.	Sarasota, FL	<b>36,407,558</b> Shares of Common Stock  <b>7,472,826</b> Warrants and Pre-Funded Warrants Exercisable for shares of Common Stock  <b>208,948,908</b> Shares issuable upon conversion of a Convertible Note  <b>12,231</b> Vested restricted stock units ("RSUs")	Common Stock	76.6%
<b>Jon Niermann<sup>2</sup></b>	Founder, Loop Media, Inc.	Huntington Beach, CA	<b>6,732,558</b> Shares of Common Stock  <b>1,123,736</b> Options exercisable into shares of Common Stock  <b>303,125</b> Vested RSUs	Common Stock	8.8%
<b>Denise Penz<sup>3</sup></b>	Member, Board of Directors of Loop Media, Inc.	Summerville, SC	<b>675,206</b> Shares of Common Stock	Common Stock	> 1.0%

			<b>[21,549]</b> Options exercisable into shares of Common Stock  <b>12,231</b> Vested RSUs		
<b>Justis Kao<sup>4</sup></b>	Interim Chief Executive Officer	Franklin, TN	<b>6,006,603</b> Shares of Common Stock  <b>794,093</b> Options exercisable into shares of Common Stock  <b>573,750</b> Vested RSUs	Common Stock	5.9%
<b>Ari Olgun<sup>5</sup></b>	Interim Chief Financial Officer	Cyprus, CA	<b>40,680</b> Options exercisable into shares of Common Stock  <b>89,062</b> Vested RSUs	Common Stock	>1.0%

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

**Calculations are based on holdings as of August 25, 2025, which date is 60 days from June 25, 2025, the last practicable date.**

- (1) Mr. Cassidy's beneficial ownership includes (A) the following securities held directly by Excel Family Partners, LLLP ("Excel"), where Mr. Cassidy is the Manager of Excel's general partner: (i) 33,640,130 shares of the Company's common stock; (ii) a warrant to purchase up to 3,125,000 shares of common stock, which is exercisable within sixty (60) days of June 25, 2025, currently exercisable at \$0.80 per share; (iii) a pre-funded warrant to purchase up to 4,347,826 shares of common stock, issued at a price of \$0.2308 per share, which is exercisable within sixty (60) days of June 25, 2025, at an exercise price of \$0.0001 per share; and (iv) the Excel \$3.0M Line of Credit Convertible Note, which is convertible at any time, and assuming a conversion of all outstanding principal and interest on June 25, 2025, would result in the issuance of 208,948,908 shares of common stock, issued at a price of \$0.0161 per share, which, in accordance with the terms of the Excel \$3.0M Line of Credit Convertible Note, is the conversion price that is seventy percent (70%) of the lowest volume-weighted average price of the common stock on any trading day during the ten (10) trading days prior to the conversion date, or \$0.023 (provided, however, that Excel shall not have the right to convert any portion of the \$3.0M Line of Credit Convertible Note to the extent that after giving effect to such conversion, Excel or its affiliates would beneficially own in excess of 29.99% of the Company's outstanding shares of common stock at the time of such conversion); (B) (i) 2,738,889 shares of common stock held directly by Eagle Investment Group, LLC, where Mr. Cassidy is the Manager; and (C) (i) 28,539 shares of our common stock and (ii) 12,231 shares of common stock underlying RSUs that are vested or will vest within sixty (60) days of June 25, 2025, and for which shares of common stock have not yet been issued, held directly by Mr. Cassidy. Excludes 12,231 shares of common stock underlying unvested RSUs held directly by Mr. Cassidy that are not exercisable within sixty (60) days of June 25, 2025.
- (2) Mr. Niermann's beneficial ownership includes (A) (i) 65,891 shares of common stock; (ii) 707,070 shares of common stock underlying an option, which is fully vested and exercisable within sixty (60) days of June 25, 2025, at an exercise price of \$4.95 per share; (iii) 416,666 shares of common stock underlying a stock option, which is fully vested and exercisable within sixty (60) days of June 25, 2025, at an exercise price of \$3.30 per share; and (iv) 303,125 shares of common stock underlying RSUs that are vested or will vest within sixty (60) days of June 25, 2025, and for which shares of common stock have not yet been issued, all held directly by Mr. Niermann; (B) 6,666,666 shares of common stock held directly by The Jon Maxwell Niermann Living Trust, of which Mr. Niermann is the Trustee; and (C) one (1) share of common stock held by Pioneer Productions, 420 8th Street, Huntington Beach, CA 92648, of which Mr. Niermann is the Sole Member. Excludes 212,500 shares of common

stock underlying unvested RSUs held by Mr. Niemann that are not exercisable within sixty (60) days of June 25, 2025.

- (3) Ms. Penz's beneficial ownership includes (A) (i) 648,539 shares of common stock; (ii) 14,366 shares of common stock underlying a stock option, which is fully vested and exercisable within sixty (60) days of June 25, 2025, at an exercise price of \$6.90 per share; (iii) 7,183 shares of common stock underlying a stock option, which is fully vested and exercisable within sixty (60) days of June 25, 2025, at an exercise price of \$6.23 per share; and (iv) 12,231 shares of common stock underlying RSUs which are vested or will vest within sixty (60) days of June 25, 2025, and for which shares of common stock have not yet been issued, all held directly by Ms. Penz; and (B) 26,667 shares of common stock held by Ms. Penz in a Self-Directed Traditional IRA. Excludes 12,231 shares of common stock underlying unvested RSUs held by Ms. Penz that are not exercisable within sixty (60) days of June 25, 2025.
- (4) Mr. Kao was appointed to serve as our Interim CEO, effective March 17, 2024. Mr. Kao's beneficial ownership includes (i) 6,006,603 shares of our common stock; (ii) 29,358 shares of common stock underlying a stock option, which is fully vested and exercisable within sixty (60) days of June 25, 2025, at an exercise price of \$2.58 per share; (iii) 637,308 shares of common stock underlying a stock option, which is fully vested and exercisable within 60 days of June 25, 2025, at an exercise price of \$1.98 per share; (iv) 83,333 shares of common stock underlying a stock option, which is fully vested and exercisable within 60 days of June 25, 2025, at an exercise price of \$3.30 per share; (v) 44,094 shares of common stock underlying a stock option, which are vested and exercisable, or which will vest and be exercisable within 60 days of June 25, 2025, at an exercise price of \$4.95 per share; (vi) 573,750 shares of common stock underlying RSUs that are vested or will vest within sixty (60) days of June 25, 2025, and for which shares of common stock have not yet been issued. Excludes (i) 16,516 shares of common stock underlying a stock option at an exercise price of \$4.95 per share, and (ii) 646,875 shares of common stock underlying unvested RSUs, held by Mr. Kao, that are not exercisable within sixty (60) days of June 25, 2025.
- (5) Mr. Olgun was appointed to serve as our Interim CFO, effective October 1, 2024. Mr. Olgun's beneficial ownership includes (i) 20,833 shares of common stock underlying a stock option, which are vested and exercisable, or which will vest and be exercisable within sixty (60) days of June 25, 2025, at an exercise price of \$0.05 per share; (ii) 10,412 shares of common stock underlying a stock option, which are vested and exercisable, or which will vest and be exercisable within sixty (60) days of June 25, 2025, at an exercise price of \$0.05 per share; (iii) 9,435 shares of common stock underlying a stock option, which are vested and exercisable, or which will vest and be exercisable within sixty (60) days of June 25, 2025, at an exercise price of \$0.05 per share; and (iv) 89,062 shares of common stock underlying RSUs that are vested or will vest within sixty (60) days of June 25, 2025, and for which shares of common stock have not yet been issued. Excludes (i) 4,167 shares of common stock underlying a stock option at an exercise price of \$0.05 per share; (ii) 2,088 shares of common stock underlying a stock option at an exercise price of \$0.05 per share; (iii) 5,175 shares of common stock underlying a stock option at an exercise price of \$0.05 per share; and (iv) 173,438 shares of common stock underlying unvested RSUs, held by Mr. Olgun, that are not exercisable within sixty (60) days of June 25, 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 <sup>2</sup>	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)
10/11/24	\$138,000  Promissory Note (Convertible)	\$36,310 <sup>(1)</sup>	8/15/25	The conversion price is calculated as 70% multiplied by the average of the three (3) lowest trading prices for the common stock during the fifteen (15) trading days prior to the conversion date	2,650,200	2,730,075 <sup>(2)(3)</sup>	1800 Diagonal Lending LLC (Curt Kramer) <sup>(4)</sup>	Operational Support
10/11/24	\$49,200  Bridge Note (Convertible)	\$30,996 <sup>(1)</sup>	8/15/25	The conversion price is calculated as 70% multiplied by the average of the three (3) lowest trading prices for the common stock during the fifteen(15) trading days prior to the conversion date	0	2,330,526 <sup>(2)(3)</sup>	1800 Diagonal Lending LLC (Curt Kramer) <sup>(4)</sup>	Operational Support
10/18/24	\$2,000,000  Convertible Note	\$2,091,667 <sup>(1)</sup>	10/17/25	The conversion price means 70% of the lowest VWAP on any trading day during the ten (10) trading days prior to the conversion date	0	130,948,908 <sup>(3) (5)</sup>	Joseph G. Bellino Trust – Convertible Promissory Note <sup>(6)</sup>	Operational Support
11/27/24	\$3,000,000	\$3,354,127 <sup>(1)</sup>	11/27/25	The conversion price means 70% of the lowest VWAP on any trading day during the	0	208,948,908 <sup>(7)(8)</sup>	Excel Family Partners, LLLP – Convertible	Operational Support

<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.

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.)
	Convertible Note			ten (10) trading days prior to the conversion date			Promissory Note <sup>(6)</sup>	
12/17/25	\$31,200  Promissory Note (Convertible)	\$25,740 <sup>(1)</sup>	10/15/25	The conversion price is calculated as 70% multiplied by the average of the three (3) lowest trading prices for the common stock during the fifteen(15) trading days prior to the conversion date	0	1,935,338 <sup>(2)(3)</sup>	1800 Diagonal Lending LLC (Curt Kramer) <sup>(4)</sup>	Operational Support
12/17/25	\$96,000  Bridge Note (Convertible)	\$161,280 <sup>(1)</sup>	10/15/25	The conversion price is calculated as 70% multiplied by the average of the three (3) lowest trading prices for the common stock during the fifteen(15) trading days prior to the conversion date	0	12,126,316 <sup>(2)(3)</sup>	1800 Diagonal Lending LLC (Curt Kramer) <sup>(4)</sup>	Operational Support
5/13/25	\$165,900  Convertible Promissory Note	\$167,900 <sup>(1)</sup>	2/28/26	The conversion price is calculated as 70% multiplied by the average of the three (3) lowest trading prices for the common stock during the fifteen(15) trading days prior to the conversion date	0	12,624,052 <sup>(2)(3)</sup>	Red Road Holdings Convertible Promissory Note <sup>(9)</sup>	Operational Support

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.)
Total Outstanding Balance:		\$5,613,694	Total Shares:		2,650,200	370,997,796		

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

- (1) As of June 25, 2025
- (2) The number of shares issuable is calculated based on a conversion date of June 25, 2025, on which the closing price per share was \$0.017. Applying the conversion terms in the 1800 Diagonal Note, as summarized in the table, the conversion rate would be \$0.013 per share.
- (3) This conversion does not account for a 4.99% Beneficial Ownership Limitation applicable to the holder of the note.
- (4) The holder shall be entitled to convert all or any part of the outstanding and unpaid portion of the note only following an event of default under the note.
- (5) The number of shares issuable is calculated based on a conversion date of June 25, 2025, on which the closing price per share was \$0.017. Applying the conversion terms in the Bellino Convertible Note, as summarized in the table, the conversion rate would be \$0.0161 per share.
- (6) The holder shall have the right to convert all or any part of the outstanding and unpaid portion of the note at any time after the issue date.
- (7) The number of shares issuable is calculated based on a conversion date of June 25, 2025, on which the closing price per share was \$0.017. Applying the conversion terms in the Excel Convertible Note, as summarized in the table, the conversion rate would be \$0.0161 per share.
- (8) This conversion does not account for a 29.99% Beneficial Ownership Limitation applicable to the holder of the note.
- (9) The holder shall have the right from time to time, and at any time during the period beginning on the date which is one hundred eighty (180) days following the date of the Red Road Holdings note and ending on the later of: (i) the note's maturity date, or (ii) the date of payment of the default amount, to convert all or any part of the outstanding and unpaid portion of the note.

### Signature:

Name of Principal Executive Officer or Principal Financial Officer: Justis Kao

Title: Interim Chief Executive Officer

Date: 6/30/2025 DocuSigned by:

Signature:   
E5C1D82172494A4...

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