

## Management Certification

The undersigned, on behalf of FOX Technologies, 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: Continental Stock Transfer & Trust

Address: 1 State Street, 30<sup>th</sup> Floor, New York, NY 10004-1561

<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.

Brian Higley, Business Legal Advisors, LLC. Kreit & Chiu, CPA

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): \_\_\_\_\_

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)
Seamus Lagan	CEO	FL	51,440	A	0.0001
Mark White	Director	UK	11,912	A	0.0001
Bret Barnes	Director	CA	450	A	0.0001
Francis Colt deWolf	Director	FL	0	A	0
Trevor Langley	Director	UK	51,440	A	0.0001

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

\_\_\_\_\_

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>[1]</sup>	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)
11/15/2024	242,000	71,553	11/20/2025	90% of average 5 day VWAP	6,000,000	715,530	Lucas Ventures, Luke Hoppel	Loan
11/15/2024	242,000	242,000	11/15/2025	90% of average 5 day VWAP	0	2,420,000	LGH Investments, Luke Hoppel	Loan
12/24/2024	132,000	132,000	12/24/2025	90% of average 5 day VWAP	0	1,320,000	IG Holdings Cheryl Hintzen	Loan
12/31/2024	242,000	120,050	12/31/2025	90% of average 5 day VWAP	4,500,000	1,200,500	Clearthink Capital, Stephen Hart	Loan
1/20/2025	168,728	168,728	1/20/2026	75% of loest close in previous 15 days	0	1,687,280	1800 Diagonal Curt Kramer	Loan
2/14/2025	60,500	60,500	2/14/2026	90% of average 5 day VWAP	0	605,000	Lucas Ventures, Luke Hoppel	Loan
3/7/2025	121,000	121,000	3/7/2026	90% of average 5 day VWAP	0	1,210,000	Clearthink Capital, Stephen Hart	Loan
3/4/2025	121,000	121,000	3/4/2026	90% of average 5 day VWAP	0	1,210,000	IG Holdings Cheryl Hintzen	Loan
2/27/2025	60,500	60,500	2/27/2026	90% of average 5 day VWAP	0	605,000	Vista Capital, Dave Clark	Loan
2/26/2025	1,080,357	496,662	2/26/2026	90% of average 5 day VWAP	1,972,260	4,966,620	Silverback Capital, Gillian Gold	Loan
3/6/2025	147,015	147,015	3/6/2026	90% of average 5 day VWAP	0	1,470,150	Jefferson Street Capital, Brian Goldberg	Loan

5/21/2025	151,800	151,800	5/21/2026	75% of loest close in previous 15 days	0	1,518,000	1800 Diagonal, Curt Kramer	Loan
8/6/2025	180,550	180,500	8/6/2026	75% of loest close in previous 15 days	0	1,805,000	1800 Diagonal, Curt Kramer	Loan
1/28/2025	121,000	121,000	1/28/2026	90% of average 5 day VWAP	0	1,210,000	Clearthink Capital, Stephen Hart	Loan
Total Outstanding Balance:		2,256,994	Total Shares:		12,472,260			

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

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**Signature:**

Name of Principal Executive Officer or Principal Financial Officer: Sebastien Sainsbury

Title: Corporate Secretary

Date: 9/8/25

Signature: sc sainsbury

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