



Management Certification

The undersigned, on behalf of Vocodia Holdings 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. **YES**
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. **WYOMING**
6. The Company understands and acknowledges its obligations to report company-related actions pursuant to Exchange Act Rule 10b-17 and FINRA Rule 6490. **YES**
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. **YES**
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: **V-Stock**
Address: **18 Lafayette Place, Woodmere, NY 11598**

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: **Pipara & Co LLP**

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.

Jonathan Leinwand P.A.
18305 Biscayne Blvd. #200, Aventura, FL, 33160

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): 10/01/25

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)
Paul Taylor	Chairmain of Board	Boca Raton, FL	1.1 Billion	Common	12.5
Brian Podolak	CEO	Boca Raton, FL	1 Million	Common	.001
James Sposato	CTO	Boca Raton, FL	1 Million	Common	.001

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 ²	Name of Noteholder (entities must have individual with voting / investment control disclosed)	Reason for Issuance (e.g., Loan, Services, etc.)
9/18/2024	105,300	4,224	6/30/2025	65% multiplied by the lowest trading price for the Company's common stock during the ten trading days prior to the conversion date.	173,112,292	21,661,538	Red Road Holdings Corporation Curt Kramer	Loan
11/13/2024	57,500	0	5/12/2025	the conversion price is 70% multiplied by the lowest trading price of the Company's common stock during the 10 trading days prior to the conversion date.	420,457,143	155,771,429	Wealth Engineering LLC Mario Romanox	Loan
12/20/2024	96,000	110,400	6/20/25	the right to convert the December 2024 Note, at any time following the qualified date of the Company's Regulation-A Statement at a conversion price equal to 30% of the lowest trading price of	275,000,000	0	DebtFund LP Scottsdale Capital Advisors	Loan

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.

				the Company's common stock during the twenty trading days preceding the conversion date				
3/3/2025	56,000	56,000	12/15/2025	Conversion price is 61% multiplied by the lowest trading price of Company's common stock during the 10 trading days prior to the conversion date. Can only convert beginning 180 days after issuance.	0	0	1800 Diagonal Lending LLC Curt Kramer	Loan
3/7/2025	30,000	30,000	12/7/2025	convertible at the option of the holder at any time with a conversion price equal to 60% multiplied by the lowest trading price of Company's common stock during the 10 trading days prior to the conversion date	0	166,666,667	LU2 Holding LLC Lucinda Lefkowitz	Loan
3/18/2025	30,000	30,000	12/18/2025	convertible at the option of the holder at any time with a conversion price equal to 60% multiplied by the lowest trading price of Company's common stock during the 10 trading days prior to the conversion date	0	166,666,667	LU2 Holding LLC Lucinda Lefkowitz	Loan
3/12/2025	285,714	200,000	12/10/2025	a conversion price equal to the lowest daily Volume-Weighted Average Price on	0	127,483,835	Eleven 11 Holdings, LLC Jeffrey Pazdro	Loan

				the trading day immediately prior to the date that a tranche of funding is advanced to the Company				
5/13/2025	333,333	333,333	5/16/2026	convertible into shares of the Company's common stock at a Conversion Price equal to the lower of (i) \$0.001 or (ii) lowest daily VWAP on the Trading Day immediately prior to the date that any Tranche is advanced	0	555,555,000	Eleven 11 Holdings, LLC Jeffrey Pazdro	Loan
Total Outstanding Balance:	463,336			Total Shares:	868,569,435	1,154,622,304		

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

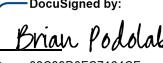
Signature:

Name of Principal Executive Officer or Principal Financial Officer: Brian Podolak

Title: CEO

Date: 10/21/2025

DocuSigned by:

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