



## Management Certification

The undersigned, on behalf of Nature's Miracle Holding 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 30th Floor  
 New York, NY 10004-1571

<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.

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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): 4/13/2026

<b>Individual Name</b> (First, Last) or <b>Entity Name</b> (Include names of control person(s) if a corporate entity)	<b>Position/Company</b> <b>Affiliation</b> (ex: CEO, ≥ 5% beneficial owner)	<b>City and State</b> (Include Country if outside U.S.)	<b>Number of</b> <b>Shares</b> <b>Owned</b> (List common, preferred, warrants and options separately)	<b>Class of</b> <b>Shares</b> <b>Owned</b>	<b>Percentage of</b> <b>Class of</b> <b>Shares</b> <b>Owned</b> (undiluted)
Tie Li	Chairman, CEO, Director	Ontario, CA	5,592,581	Common	1.6%
Jinlong Du	President, Director	Azusa, CA	0 (A)	Common	0
George Yutuc	CFO	Buena Park, CA	400,773	Common	0.1%
H. David Sherman	Director	Newton, MA	667	Common	0
Jon Montgomery	Director	New York, NY	167	Common	0
Charles Hausman	Director	Cape Coral, FL	333	Common	0
Big Lake Capital LLC	Owned by Tie Li	Ontario, CA	80,508,475	Common	23.1%
					Total 4/13/26 348,849,178
GHS Investment LLC	Equity Line of Credit Investor	New York, NY	288 (B)	Preferred Type A	
Big Lake Capital LLC	Owned by Tie Li	Ontario, CA	5,000 (B)	Preferred Type B	
YK Capital Investment Inc.			500 (B)	Preferred Type D	

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

- (A) Jinlong Du signed an agreement that awards him 15,000,000 shares of common stock. The shares have not been issued.
- (B) Preferred A has a stated value of \$1,200 and is convertible into common. Preferred B has stated value of \$1,000 and has 20 to 1 super voting rights. The Preferred C shares have all been converted by Big Lake Capital LLC. Preferred D has stated value of \$1,000 and convertible into common.

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.)
7/30/2025	90,200	\$12,750	7/30/2026	6 month holding, discount to last 30 days trading price	50,342,932	57,954,545, varies based on market price of stock	1800 Diagonal Lending LLC	Loan, general purpose
10/1/2025	112,810	\$72,066	10/1/2026	None	N/A	Zero	1800 Diagonal Lending LLC	Loan
9/19/2025	198,315	198,315	9/19/2026	None	N/A	Zero	1800 Diagonal Lending LLC	Loan
12/10/2025	142,786	142,786	12/10/2026	6 month holding, discount to last 30 days lowest trading	None	Varies based on Market price of stock	1800 Diagonal Lending LLC	Loan
12/10/2026	66,105	66,105	12/10/2026	None	None	Zero	Boot Capital	Loan
7/30/2025	230,000	168,200	7/30/2026	6 month holding, discount to last 30 days lowest trading	13,106,500	Varies based on market price	Labrys Fund II	Loan
8/5/2025	172,500	143,175	8/5/2026	6 month holding, discount to last 30 days lowest trading	8,313,500	Varies based on market price	Firstfire Global	Loan

<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.

8/4/2025	82,500	36,000	8/5/2026	6 month holding, discount to lowest trading price 30 days	See below	Varies based on market price	Lambda Venture Partners	Loan
8/4/2025	27,500	27,500	8/5/2026	6 month holding discount to lowest trading price 30 days	49,304,598	Varies based on market price	Lambda Venture Partners	Loan
9/18/2025	130,000	130,000	9/18/2026	6 month holding discount to lowest trading price 30 days	None	Varies	CFI Capital	Loan
7/10/2025	120,000	52,000	7/10/2026	6 month holding discount to lowest trading price 30 days	14,495,521	Varies	CFI Capital	Loan
1/12/2026	37,500	37,500	1/12/2026	6 month holding, discount to 30 day lowest trading	None	Varies	AES Capital Management	
8/16/2025	37,500	20,350	8/16/2026	6 month holding, discount to 30 day lowest trading	See below	Varies	AES Capital Management	Loan
10/16/2025	37,500	37,500	10/16/2026	6 month holding, discount to 30 day lowest trading	10,839,568		AES Capital Management	Loan
8/15/2025	100,000	100,000	8/15/2026	6 month holding, discount to 30 day lowest trading	10,248,900	Varies, market price	Actus Fund	Loan
12/26/2025	55,000	55,000	12/26/2025	6 month holding discount to 30 day lowest trading	360,000	Varies, market price	Quick Capital	Loan

**Total Outstanding Balance:** 1,241,397      **Total Shares:** 157,011,519

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: Tie "James" Li

Title: CEO

Date: April 27, 2026

Signature: 

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