

Management Certification

The undersigned, on behalf of Zivo Bioscience, 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 and 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) The Company filed a Form 15 to deregister its securities with the SEC on March 31, 2026

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 it 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

Name: Equiniti Trust Company LLC
Phone: (919) 744-2722
Email: transfer-ID@equiniti.com

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.

Address: 1110 Centre Point Curve, Suite 101, Mendota Heights, MN 55120

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.

Name: GreenbergTraurig
 Address 1: 2375 E. Camelback Rd., Ste 800, Phoenix, AZ 85016
 Phone: (602) 445-8057
 Email: brad.wyatt@gtlaw.com

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): April 28, 2026

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)
John B. Payne	President, CEO, Director, and 5% Beneficial Owner		19,618	shares of Common Stock	
			217,431	options to purchase shares of Common Stock	
			65,634	warrants to purchase shares of Common Stock	
		Total:	302,683		7.49%

	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)
	Christopher D. Maggiore	Director	Troy, MI	519,212	shares of Common Stock	
				1,075	options to purchase shares of Common Stock	
				4,382	warrants to purchase shares of Common Stock	
			Total:	524,669		13.94%
	Laith L. Yaldao / HEP Investments LLC ¹	Director and 5% Beneficial Owner	Troy, MI	585,744	shares of Common Stock	
				926	options to purchase shares of Common Stock	
				1,886	warrants to purchase shares of Common Stock	

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)
		Total:	588,556		15.64%
Alison A. Cornell	5% Beneficial Owner	Troy, MI	279,481	shares of Common Stock	
			1,223	options to purchase shares of Common Stock	
			3,699	warrants to purchase shares of Common Stock	
		Total:	284,403		7.56%
Mark E. Strome / Strome Mezzanine Fund, LP / Strome Mezzanine Fund II, LP / Strome Investment Management, LP / Strome Group, Inc. ²	5% Beneficial Owner	Sherman Oaks, CA	572,942	shares of Common Stock	15.23%

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

Notes

(1) Laith Yaldao, the manager and controlling member of HEP Investments, LLC and managing member of MKY FTS Sales, LLC, may be deemed to beneficially own the shares directly held by both HEP Investments and MKY FTS Sales, LLC. Mr.

Yaldoo expressly disclaims 50% beneficial ownership of Common Stock owned by MKY FTS, LLC, which Mr. Yaldoo disclaims 1,880 shares.

(2) The joint Schedule 13D Amendment No. 9 filed with the SEC on February 27, 2026, and subsequent SEC filings, prior to the company's deregistration, represent shares held by Strome Mezzanine Fund, LP, a Delaware limited partnership ("Strome Mezz"), Strome Mezzanine Fund II, LP, a Delaware limited partnership ("Strome Mezz II"), Strome Investment Management, L.P., a Delaware limited partnership and the general partner of each of Strome Mezz and Strome Mezz II ("Strome Investment"), Strome Group, Inc., a Delaware corporation and the general partner of Strome Investment ("Strome Group"), and Mark E. Strome, the sole director, president, and chief executive officer of Strome Group ("Mr. Strome" and together with Strome Mezz, Strome Mezz II, Strome Investment and Strome Group, "Strome"). Strome Mezz owns or has the right to acquire beneficial ownership of 0 shares. Strome Mezz II owns or has the right to acquire beneficial ownership of 366,198 shares including [2,000] shares issuable upon exercise of certain warrants issued to Strome Mezz II, and has shared voting power and shared dispositive power with respect to 366,198 shares, and sole voting and dispositive power with respect to 0 shares. Strome Investment has shared voting power and shared dispositive power with respect to 378,639 shares, and sole voting and dispositive power with respect to 0 shares. Strome Group has shared voting power and shared dispositive power with respect to 378,639 shares, and sole voting and dispositive power with respect to 0 shares. Mr. Strome may be deemed to own 572,942 shares. Mr. Strome has shared voting power and shared dispositive power with respect to 378,639 shares, and sole voting and dispositive power with respect to 194,303 shares. Mr. Strome, the sole director, president, and chief executive officer of Strome Group, may be deemed to have voting and dispositive power over the shares held by Strome.

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 (\$) (includes accrued interest)	Maturity Date	Conversion Terms	# Shares Converted to Date	# of Potential Shares to be Issued Upon Conversion	Name of Noteholder (entities must have individual with voting / investment control disclosed)	Reason for Issuance (e.g., Loan, Services, etc.)
July 8, 2025	\$250,000	\$262,054	July 8, 2027	Convertible upon the earlier of (a) a Qualified Financing of at least \$5.0 million in new-money equity, at a conversion price equal to 80% of the per-share price in such Qualified Financing, or (b) the maturity date, at a fixed	0	18,798	Erik Klein	Loan (capital raise under the Board-approved \$2.0 million unsecured convertible note program)

Date of Note Issuance	Principal Amount at Issuance (\$)	Outstanding Balance (\$) (includes accrued interest)	Maturity Date	Conversion Terms	# Shares Converted to Date	# of Potential Shares to be Issued Upon Conversion	Name of Noteholder (entities must have individual with voting / investment control disclosed)	Reason for Issuance (e.g., Loan, Services, etc.)
				conversion price of \$13.94 per share. Upon a change of control, the investor may elect either (i) cash repayment of outstanding principal and accrued interest or (ii) conversion at the lower of \$13.94 per share or the change-of-control transaction price. The Company may prepay at a 115% premium to outstanding principal and accrued interest.				
Total Outstanding Balance:		\$262,054			Total Shares:	18,798		

Notes to OTC Markets Disclosure:

- (1) Outstanding Balance = \$250,000 principal + \$12,054 accrued contractual interest (10% × 176 days from 7/8/2025 issuance through 12/31/2025). Source: Footnotes Note 5 — Debt.
- (2) The OTC table calls for contractual outstanding balance plus accrued interest. The \$250,488 carrying value on the GAAP balance sheet reflects the ASC 825 fair-value-option measurement (day-one fair value of \$234,759 + \$12,054 interest + \$3,675 fair value remeasurement) and is NOT used here.
- (3) Potential Shares = Outstanding Balance / \$13.94 fixed maturity conversion price. The Qualified Financing scenario (80% of unknown future price) cannot be quantified and is excluded.
- (4) Alternative maximum-share calculation, assuming the note is held to maturity with full 24 months of accrued interest: $(\$250,000 + \$50,000) / \$13.94 = 21,521$ shares.
- (5) The 1,793-share warrant issued concurrently to the noteholder is equity-classified (\$15,241 allocated to additional paid-in capital on a residual basis) and is NOT convertible debt. It belongs in the warrant disclosures, not this table.
- (6) The November 2024 Debt Settlement Agreement notes (\$277,254 aggregate; \$116,197 outstanding at 12/31/2025) are non-convertible promissory notes and are excluded from this table.

[Signature on Following Page]

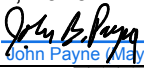
Any additional material details, including footnotes to the table are below :

Signature:

Name of Principal Executive Officer or Principal Financial Officer: John B. Payne

Title: CEO

Date: May 1, 2026

Signature:  John Payne May 2, 2026 13:43:00 EDT

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


20260501 Management Certification with Clean

Final Audit Report

2026-05-02

Created:	2026-05-01
By:	Christine Rich (crich@zivobioscience.com)
Status:	Signed
Transaction ID:	CBJCHBCAABAA6JEXVzCE72anqvh7YusNI4u646uKsUNP

"20260501 Management Certification with Clean" History

-  Document created by Christine Rich (crich@zivobioscience.com)
2026-05-01 - 8:14:08 PM GMT
-  Document emailed to John Payne (jpayne@zivobioscience.com) for signature
2026-05-01 - 8:14:13 PM GMT
-  Email viewed by John Payne (jpayne@zivobioscience.com)
2026-05-01 - 8:14:21 PM GMT
-  Document e-signed by John Payne (jpayne@zivobioscience.com)
Signature Date: 2026-05-02 - 5:43:00 PM GMT - Time Source: server
-  Agreement completed.
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