

Management Certification

The undersigned, on behalf of CERo Therapeutics Holdings, 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.¹

Transfer Agent: Continental Stock Transfer
Address: 1 State Street, 30th Floor, New York, NY 10004

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:

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.

Goodwin Procter LLP - Jeff Letalien

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): 5/7/26

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 Ehrlich	Chief Executive Officer, Director	San Francisco, CA	2,900 16,484,367	Common Options	0.01% 35.9%
Andrew Albert Kucharchuk	Chief Financial Officer	Baton Rouge, LA	4,542,471	Options	9.9%
Kristen Pierce	Chief Development Officer	Burlingame, CA	4,262,189	Options	9.3%
Brian Atwood	Director	Lafayette, CA	24,591 4,262,189	Common Options	0.06% 9.3%
Michael Byrnes	Director IND	San Carlos, CA	1,826,653	Options	4.0%
Kathleen LaPorte	Director IND	Portola Valley, CA	486 1,826,653	Common Options	0.00% 4.0%
Lindsey Rolfe	Director IND	Cambridge, UK	1,826,653	Options	4.0%
Shami Patel	Director IND	Orinda, CA	1,826,654	Options	4.0%
Eric Francois	Director IND	Durha, NC	1,823,278	Options	4.0%

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.)
2/9/2026	937,500	937,500	July 9, 2027	See (1)	0	51,263,123	Keystone Capital Partners, LLC (Fred Zaino)	Loan
3/6/2026	937,500	937,500	August 6, 2027	See (1)	0	51,263,123	Keystone Capital Partners, LLC (Fred Zaino)	Loan
4/8/2026	437,500	437,500	April 9, 2027	See (1)	0	23,922,792	Keystone Capital Partners, LLC (Fred Zaino)	Loan
4/27/2026	500,000	500,000	April 27, 2027	See (1)	0	27,340,332	Keystone Capital Partners, LLC (Fred Zaino)	Loan
Total Outstanding Balance:		2,812,500		Total Shares:	0	153,789,370		

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

- (1) the Lender, at its option, is entitled to convert all or any lesser portion of the outstanding principal amounts and accrued but unpaid interest into Common Stock at a conversion price equal to the lesser of (i) \$0.05 and (ii) 80% of the average of the 5 (five) lowest intraday trading prices during the 20 (twenty) days prior to the day that the Lender requests conversion, unless otherwise modified by mutual agreement between the parties, subject to certain adjustments and limitations, including a beneficial ownership limitation of 4.99%.

Signature:

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.

Name of Principal Executive Officer or Principal Financial Officer: Al Kucharchuk

Title: CFO

Date: 5/7/2026

Signature: /s/ Al Kucharchuk

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