

Vegas Games Inc. Cap Table

As of December 31, 2024

UBO Owners Owning 10% Or More Of The Company Shares

Series A Preferred Shares. Investments by Rubicon Venture Partners (RVP1) 17,695,084

Mark F. Wilson, managing director

Preferred Share Warrants 4,617,500

TOTAL PREFERRED SHARES 22,317,584

Common Shares

James Alan Cook 6,000,000

Mark F. Wilson 4,000,000

TOTAL SHARES 32,317,584

Mark F. Wilson, an individual makes a sworn statement declaring that the copy of share ledger for Vegas Games Inc. investor/UBOs owning 10% or more of the company shares is an exact reproduction of the original which I possess.

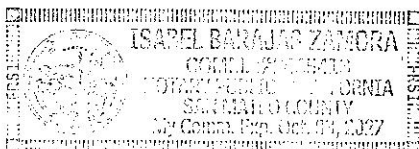
Mark F. Wilson

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California
County of San Mateo

Subscribed and sworn to (or affirmed) before me on this 8
day of November, 2025, by Mark F. Wilson

proved to me on the basis of satisfactory evidence to be the
person(s) who appeared before me



(Seal)

Signature

FRANCISCO V. AGUILAR
Secretary of State

STATE OF NEVADA



DEPUTY BAKKED AHL
*Deputy Secretary for
Commercial Recordings*

**OFFICE OF THE
SECRETARY OF STATE**

*Commercial Recordings Division
401 N. Carson Street
Carson City, NV 89701
Telephone (775) 684-5708
Fax (775) 684-7138
North Las Vegas City Hall
2250 Las Vegas Blvd North, Suite 400
North Las Vegas, NV 89030
Telephone (702) 486-2880
Fax (702) 486-2888*

Business Entity - Filing Acknowledgement

05/29/2024

Work Order Item Number: W2024052902412 - 3712995
Filing Number: 20244089791
Filing Type: Annual List
Filing Date/Time: 05/29/2024 15:20:56 PM
Filing Page(s): 2

Indexed Entity Information:

Entity ID: E0290372013-2

Entity Name: VEGAS GAMES INC.

Entity Status: Active

Expiration Date: None

Commercial Registered Agent

SPIEGEL & UTRERA P. A.

2545 Chandler Avenue Suite 4, Las Vegas, NV 89120, USA

The attached document(s) were filed with the Nevada Secretary of State, Commercial Recording Division. The filing date and time have been affixed to each document, indicating the date and time of filing. A filing number is also affixed and can be used to reference this document in the future.

Respectfully,

A handwritten signature in black ink, appearing to read "FV Aguilar".

FRANCISCO V. AGUILAR
Secretary of State



FRANCISCO V. AGUILAR
Secretary of State
401 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov
www.nvsilverflume.gov

Annual or Amended List and State Business License Application



ANNUAL



AMENDED (check one)

List of Officers, Managers, Members, General Partners, Managing Partners, Trustees or Subscribers:

VEGAS GAMES INC.

NAME OF ENTITY

NV20131354626

Entity or Nevada Business
Identification Number (NVID)

TYPE OR PRINT ONLY - USE DARK INK ONLY - DO NOT HIGHLIGHT

IMPORTANT: Read instructions before completing and returning this form.

Please indicate the entity type (check only one):

- ☒ Corporation
☐ This corporation is publicly traded, the Central Index Key number is: _____
- ☐ Nonprofit Corporation (see nonprofit sections below)
- ☐ Limited-Liability Company
- ☐ Limited Partnership
- ☐ Limited-Liability Partnership
- ☐ Limited-Liability Limited Partnership
- ☐ Business Trust
- ☐ Corporation Sole

Filed in the Office of	Business Number
<i>FVAguilar</i>	E0290372013-2
Secretary of State	Filing Number
State Of Nevada	20244089791
	Filed On
	05/29/2024 15:20:56 PM
	Number of Pages
	2

Additional Officers, Managers, Members, General Partners, Managing Partners, Trustees or Subscribers, may be listed on a supplemental page.

CHECK ONLY IF APPLICABLE

Pursuant to NRS Chapter 76, this entity is exempt from the business license fee.

- ☐ 001 - Governmental Entity
- ☐ 006 - NRS 680B.020 Insurance Co, provide license or certificate of authority number _____

For nonprofit entities formed under NRS chapter 80: entities without 501(c) nonprofit designation are required to maintain a state business license, the fee is \$200.00. Those claiming an exemption under 501(c) designation must indicate by checking box below.

- ☐ Pursuant to NRS Chapter 76, this entity is a 501(c) nonprofit entity and is exempt from the business license fee.
Exemption Code 002

For nonprofit entities formed under NRS Chapter 81: entities which are Unit-owners' association or Religious, Charitable, fraternal or other organization that qualifies as a tax-exempt organization pursuant to 26 U.S.C § 501(c) are excluded from the requirement to obtain a state business license. Please indicate below if this entity falls under one of these categories by marking the appropriate box. If the entity does not fall under either of these categories please submit \$200.00 for the state business license.

- ☐ Unit-owners' Association ☐ Religious, charitable, fraternal or other organization that qualifies as a tax-exempt organization pursuant to 26 U.S.C. §501(c)

For nonprofit entities formed under NRS Chapter 82 and 80: **Charitable Solicitation Information - check applicable box**

Does the Organization intend to solicit charitable or tax deductible contributions?

- ☐ No - no additional form is required
- ☐ Yes - the "Charitable Solicitation Registration Statement" is required.
- ☐ The Organization claims exemption pursuant to NRS 82A 210 - the "Exemption From Charitable Solicitation Registration Statement" is required

****Failure to include the required statement form will result in rejection of the filing and could result in late fees.****



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Secretary of State
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Carson City, Nevada 89701-4201
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Annual or Amended List and State Business License Application - Continued

Officers, Managers, Members, General Partners, Managing Partners, Trustees or Subscribers:

CORPORATION, INDICATE THE Secretary:

MARK F WILSON

USA

Name Country
850 STANTON ROAD, SUITE D Burlingame CA 94010
Address City State Zip/Postal Code

CORPORATION, INDICATE THE Treasurer:

MARK F WILSON

USA

Name Country
850 STANTON ROAD, SUITE D Burlingame CA 94010
Address City State Zip/Postal Code

CORPORATION, INDICATE THE Director:

JAMES ALAN COOK

USA

Name Country
850 STANTON ROAD, SUITE D Burlingame CA 94010
Address City State Zip/Postal Code

CORPORATION, INDICATE THE President:

MARK F WILSON

USA

Name Country
850 STANTON ROAD, SUITE D Burlingame CA 94010
Address City State Zip/Postal Code

CORPORATION, INDICATE THE Director:

MARK F WILSON

USA

Name Country
850 STANTON ROAD, SUITE D Burlingame CA 94010
Address City State Zip/Postal Code

None of the officers and directors identified in the list of officers has been identified with the fraudulent intent of concealing the identity of any person or persons exercising the power or authority of an officer or director in furtherance of any unlawful conduct.

I declare, to the best of my knowledge under penalty of perjury, that the information contained herein is correct and acknowledge that pursuant to NRS 239.330, it is a category C felony to knowingly offer any false or forged instrument for filing in the Office of the Secretary of State.

X Mark F Wilson

Signature of Officer, Manager, Managing Member,
General Partner, Managing Partner, Trustee,
Subscriber, Member, Owner of Business,
Partner or Authorized Signer FORM WILL BE RETURNED IF

UNSIGNED

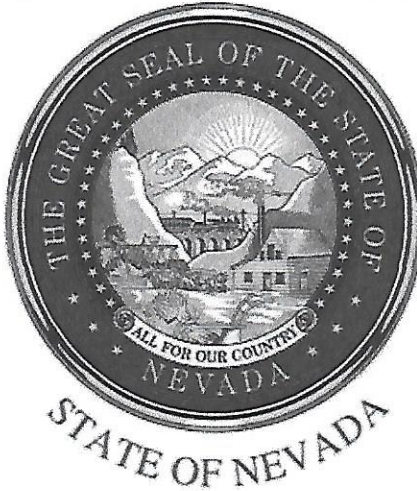
President

Title

05/29/2024

Date

SECRETARY OF STATE



NEVADA STATE BUSINESS LICENSE

VEGAS GAMES INC.

Nevada Business Identification # NV20131354626

Expiration Date: 06/30/2025

In accordance with Title 7 of Nevada Revised Statutes, pursuant to proper application duly filed and payment of appropriate prescribed fees, the above named is hereby granted a Nevada State Business License for business activities conducted within the State of Nevada.

Valid until the expiration date listed unless suspended, revoked or cancelled in accordance with the provisions in Nevada Revised Statutes. License is not transferable and is not in lieu of any local business license, permit or registration.

License must be cancelled on or before its expiration date if business activity ceases. Failure to do so will result in late fees or penalties which, by law, cannot be waived.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on 05/29/2024.



FVAguilar

Certificate Number: B202405294685780

You may verify this certificate

online at <https://www.nvsilverflume.gov/home>

FRANCISCO V. AGUILAR
Secretary of State