

SEE RESTRICTIVE LEGENDS ON REVERSE SIDE OF CERTIFICATE

C-1	Incorporated Under the Laws of the State of Delaware	** 9,000,000 **
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C2 Labs Holdings, Inc.

Common Stock

THIS CERTIFIES THAT Camila Cruz is the record holder of 9,000,000 Shares of the Common Stock of C2 Labs Holdings, Inc. (the "Corporation") transferable only on the books of the Corporation by the holder hereof, in person or by duly authorized attorney, upon surrender of this Certificate properly endorsed or assigned.

A statement of the rights, preferences, privileges and restrictions granted to or imposed upon the respective classes or series of shares of stock of the Corporation and upon holders thereof as established by the Certificate of Incorporation or by any Certificate of Designation of Preferences, and the number of shares constituting each series and the designations thereof, may be obtained by any shareholder upon request and without charge at the principal office of the Corporation.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by its duly authorized officers on October 20, 2025.

Camila Cruz

Camila Cruz, Secretary

Camila Cruz

Camila Cruz, President, Chief Executive Officer

For value Received, _____
hereby sell, assign and transfer unto

Shares of the Common Stock of the within named Corporation, represented by the
within Certificate and do hereby irrevocably constitute and appoint _____

____ Attorney to transfer the
said shares of said Common Stock on the books of the said Corporation, pursuant
to the provisions of the By-Laws thereof, with full powers of substitution in the
premises.

Dated _____ A.D. _____

In Presence of:

Notice: The signature to this assignment must strictly correspond with the name as
written upon the face of the Certificate in every particular and without alteration or
enlargement or any change whatever.

THE SHARES REPRESENTED BY THIS CERTIFICATE HAVE NOT BEEN
REGISTERED UNDER THE SECURITIES ACT OF 1933 AS AMENDED. THEY
MAY NOT BE SOLD, OFFERED FOR SALE, PLEDGED OR HYPOTHECATED IN
THE ABSENCE OF AN EFFECTIVE REGISTRATION STATEMENT AS TO THE
SECURITIES UNDER SAID ACT OR AN OPINION OF COUNSEL SATISFACTORY
TO THE CORPORATION THAT SUCH REGISTRATION IS NOT REQUIRED.

THE SHARES REPRESENTED BY THIS CERTIFICATE ARE SUBJECT TO A
RIGHT OF FIRST REFUSAL OPTION IN FAVOR OF THE CORPORATION
AND/OR ITS ASSIGNEE(S) AS PROVIDED IN THE BYLAWS OF THE
CORPORATION.

THE SHARES REPRESENTED BY THIS CERTIFICATE ARE SUBJECT TO A
TRANSFER RESTRICTION, AS PROVIDED IN THE BYLAWS OF THE
CORPORATION.

THE SHARES REPRESENTED BY THIS CERTIFICATE ARE SUBJECT TO AN
OPTION SET FORTH IN AN AGREEMENT BETWEEN THE CORPORATION AND

THE REGISTERED HOLDER, OR SUCH HOLDER'S PREDECESSOR IN
INTEREST, A COPY OF WHICH IS ON FILE AT THE PRINCIPAL OFFICE OF THE
CORPORATION. ANY TRANSFER OR ATTEMPTED TRANSFER OF ANY
SHARES SUBJECT TO SUCH OPTION IS VOID WITHOUT THE PRIOR EXPRESS
WRITTEN CONSENT OF THE CORPORATION.