OTC Markets

## OTCQB Certification

I, Ortal Zanzuri, [Position at Company] of Infinity Augmented Reality, Inc. ("the Company"), certify that:

a. The Company is registered with the SEC or exempt from SEC registration as indicated below (check one):
- [x] Company is registered under Section 12g of the Exchange Act
- [ ] Company is relying on Exchange Act Rule 12g3-2(b)
- [ ] Company is a bank that reports to a Bank Regulator under Section 12(i) of the Exchange Act
- [ ] Company is a bank that is non-SEC reporting but is current in its reporting to a Banking Regulator
- [ ] Other (describe) _____

b. The Company is current in its reporting obligations as of the most recent fiscal year end and any subsequent quarters, and such information has been posted either on the SEC's EDGAR system or the OTC Disclosure & News Service, as applicable.

c. The Company Profile displayed on www.otcmarkets.com is current and complete as of 1/15/15 [must be ~~latest~~ practicable date] and includes the total shares outstanding, authorized, and in the public float as of that date.

d. The following is a complete list of attorney(s) and law firm(s) who advised or assisted in the preparation of the Company's most recent annual report, including in-house counsel: (If no attorney assisted in putting together the disclosure, indicate the person or persons who prepared the disclosure and their relationship to the company.)

Pearl cohen zedek Latzar Baratz LLP.

e. The following is a complete list of third party providers, including names and addresses, engaged by the Company, its officers, directors or controlling shareholders, during the period from the Company's prior fiscal year end to the date of this OTCQB Certification, to provide investor relations services, public relations services, or other related services to the Company including promotion of the Company or its securities:

Blond 2.0 - PR services. Tel-Aviv, Israel. Contact- Avner Meyrav avner@blond2o.com

f. Listed below are the names, legal addresses and % of shares owned by all Officers, Directors and Control Persons (control persons are beneficial owners of more than five percent (5%) of any class of the issuer's equity securities). If any of the beneficial shareholders are corporate shareholders, the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders must also be included.

→ See attached ITEM 12 from our last 10K.

| Name | Address (City and State only) | % Shares Owned |
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OTC Markets

Date: 1/15/25

Name of Certifying CEO or CFO: Ortal Zanzuri

Title: CFO

Signature: /s/ Ortal Zanzuri

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

**ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS.**

**Security ownership of certain beneficial owners and management**

This table sets forth certain information regarding the ownership of our common stock as of November 15, 2014 by: (i) each director; (ii) each of our current executive officers; (iii) all of our directors and executive officers as a group; and (iv) all those known by us to be beneficial owners of at least five percent of our common stock. Information relating to beneficial ownership of common stock by our principal stockholders and management is based upon information furnished by each person using "beneficial ownership" concepts under the rules of the Securities and Exchange Commission. Under those rules, beneficial ownership includes any shares as to which the individual has sole or shared voting power or investment power and also any shares which the individual has the right to acquire within 60 days of November 15, 2014, through the exercise or conversion of any stock option, convertible security, warrant or other right. Inclusion of shares in the table does not, however, constitute an admission that the named stockholder is a direct or indirect beneficial owner of those shares. Unless otherwise indicated, each person or entity named in the table has sole voting power and investment power (or shares that power with that person's spouse) with respect to all shares of capital stock listed as owned by that person or entity.

| Name and Address of Beneficial Owner | Amount and Nature of Beneficial Ownership | Percent of Class (1) |
|---|---|---|
| **Directors and Executive Officers** | | |
| Motti Kushnir (2)<br>9 Mota Gur Street<br>Petah-Tikva, Israel<br>P.O Box 10230. 4900202 | 500,446 | * |
| Ortal Zanzuri (3)<br>9 Mota Gur Street<br>Petah-Tikva, Israel<br>P.O Box 10230. 4900202 | 200,000 | * |
| Matan Protter (2)<br>9 Mota Gur Street<br>Petah-Tikva, Israel<br>P.O Box 10230. 4900202 | 500,446 | * |
| Moshe Hogeg (4)<br>4 Berkovitz 4, 18 Floor (Museum Tower),<br>Tel-Aviv, Israel | 16,049,997 | 15.6% |
| Sy Stern (5)<br>1556 East 29 th Street<br>Brooklyn, New York 11210 | 175,000 | * |
| Ori Inbar (6)<br>176 Broadway PH-C<br>New York, New York 10038 | 50,000 | * |
| Enon Landenberg (7)<br>8 Nahum Weinstein Street<br>Tel-Aviv, Israel | 1,500,000 | 1.6% |
| Yuval Rabin<br>4 Berkovitz 4, 18 Floor (Museum Tower),<br>Tel-Aviv, Israel | — | — |
| All Directors and Officers as a Group | 18,975,889 | 18.0% |
| **Other 5% or More Stockholders** | | |
| Credit Strategies, LLC & Affiliates (8) (9) (10) (11)<br>152 West 57 th St. | | |

| | | | |
|---|---|---|---|
| New York, New York 10019 Contact- Nattali Manela ; nmanela@platinumlp.com | | 9,778,501 | 9.99% |
| Moshe Oratz (9) (12) (13)<br>2220 Nostrand Avenue,<br>Brooklyn, New York 11210 | | 43,719,781 | 44.3% |
| Singulariteam Fund LP (11) (14)<br>c/o Anchor Trustees, Level 15, West Plaza Building,<br>1-3 Albert Street, Auckland, New Zealand Contact- Yaron Shalem yarons@Singulariteam.com | | 8,000,000 | 7.8% |

* Represents beneficial ownership of less than 1% of the shares of common stock

(1) Percentage of ownership is based on 94,960,687 shares of common stock outstanding on November 15, 2014.

(2) Consists of 42,113 shares of common stock and 458,333 shares of common stock issuable upon the exercise of stock options that are exercisable within the next 60 days of November 15, 2014.

(3) Consists of options to purchase 200,000 shares of common stock issuable upon the exercise of stock options that are exercisable within the next 60 days of November 15, 2014.

(4) Consists of 450,000 shares of common stock, 7,599,997 shares of common stock issuable upon the exercise of stock options that are exercisable within the next 60 days of November 15, 2014, 4,000,000 shares of common stock issuable upon the conversion of convertible notes held by Singulariteam Fund LP, in which Mr. Hogeg serves as chairman of the board of directors, convertible within the next 60 days of November 15, 2014, and 4,000,000 shares of common stock issuable upon the exercise of warrants held by Singulariteam Fund LP exercisable within the next 60 days of November 15, 2014.

(5) Consists of 50,000 shares of common stock and 125,000 shares of common stock issuable upon the exercise of stock options that are exercisable within the next 60 days of November 15, 2014.

(6) Consists of options to purchase 50,000 shares of common stock issuable upon the exercise of stock options that are exercisable within the next 60 days of November 15, 2014.

(7) Consists of options to purchase 1,500,000 shares of common stock issuable upon the exercise of stock options that are exercisable within the next 60 days of November 15, 2014.

(8) This information is based on a Schedule 13G filed with the SEC on February 25, 2014, and on information provided to the company by Platinum Partners.

(9) In April 2011, CS Master Holdings LLC granted to Platinum Partners Value Arbitrage Fund, L.P. ("Value") and Credit Strategies LLC ("Credit Strategies") transferable options to acquire an aggregate of 20,000,000 shares of our Common Stock at an exercise price of $0.005 per share. The options, exercisable in whole or in part, expire in April 2016. Pursuant to the terms of the Option Agreement, CS Master Holdings LLC is restricted from selling or otherwise transferring the underlying shares of Common Stock without Value or Credit Strategies' consent prior to the expiration of the option. The Option Agreements contain provisions prohibiting exercise of the options that would result in the stockholder owning beneficially more than 4.99% of the outstanding shares of our common stock as determined under Section 13(d) of the Securities Exchange Act of 1934. To date only 2,500,000 of said options have been exercised.

(10) The Holder listed below beneficially owns shares of our Common Stock as follows:

| Name of Beneficial Owner | Shares Currently Owned | Shares Underlying Convertible Debentures | Warrants |
|---|---|---|---|
| Credit Strategies, LLC & Affiliates | 6,856,298 | 22,304,000 | 22,304,000 |

(11) On March 24, 2014, our board of directors approved a Securities Purchase Agreement (the "2014 SPA") with each of Credit Strategies LLP on behalf of itself and its affiliates (the "Lead Investor"), and Singulariteam Fund L.P. ("Singulariteam", f/k/a Genesis Angels Fund LP), a limited partnership organized under the laws of New Zealand (collectively the "Purchasers"), and to accept the offer of the Purchasers to purchase $2,500,000 in the aggregate (the "Aggregate Purchase Amount") of our Convertible Debentures Series A-14 (the "Debentures"), bearing an interest rate of 1.20% per annum, payable semi-annually in cash or kind, at our option, convertible into our Common Stock at the rate of $0.25 per share together with Warrants (the "Warrants") to purchase up to 10,000,000 shares of Common Stock at an exercise price of $0.50 per share, both expiring March 31, 2019. Pursuant to the 2014 SPA we issued to Singulariteam (i) five-year Convertible Debentures for an aggregate principal amount of $1,000,000, bearing interest at 1.2% per annum, convertible into shares of common stock, at a conversion price of $0.25, and (ii) a five-year Warrant to purchase 4,000,000 shares of common stock. Under the 2014 SPA, we received a commitment from the Lead Investor, to purchase $1,500,000 of the Aggregate Purchase Amount within 90 days in consideration for the issuance of (i) five-year Convertible Debentures for an aggregate principal amount of $1,500,000 bearing interest at 1.2% per annum, convertible into shares of common stock, at a conversion price of $0.25, and (ii) a five-year Warrant to purchase 6,000,000 shares of common stock. However, during July 2014, our board of directors approved the amendment of the 2014 SPA to provide that the Lead Investor will invest its $1,500,000 in several installments according to our needs. To date, we have received the entire $1,500,000.

(12) Consists of 286,027 shares of Common Stock directly owned by Mr. Oratz; 1,620,344 Convertible Debentures and Warrants held by MJSYRL Inc., of which Mr. Oratz's spouse is the beneficial owner; and 26,487,500 shares of Common Stock directly owned by CS Master Holdings LLC of which Mr. Oratz is the sole member. On June 11, 2014, all of the interests of Mr. Moshe Oratz in CS Master Holdings LLC, which, we are advised, is the record holder of our Common Stock owned by Mr. Oratz, were transferred to David Greenspan as Trustee.

(13) Mr. Oratz disavowed ownership of an aggregate amount of 13,205,910 shares of Common Stock, and 2,120,000 Convertible Debentures and Warrants, held in several separate trust funds for the benefit of his children, and administered by trustees.

(14) This information is based solely on a Schedule 13G filed with the SEC on October 30, 2014 by Singulariteam Fund LP. Consists of 4,000,000 shares issuable upon the conversion of Convertible Debentures and 4,000,000 shares issuable upon the conversion and exercise of and Warrants

**Securities authorized for issuance under equity compensation plans**

Pursuant to the approval of our board of directors, we adopted our 2014 Equity Incentive Plan ("2014 Plan") on March 24, 2014, whereby we reserved for issuance thereunder up to 30,000,000 shares of our common stock. The purpose of the Plan is to provide our directors, officers and employees of, and consultants, with additional incentives by increasing their ownership in our Company. Our directors, officers, employees and consultants are eligible to participate in the 2014 Plan. Options in the form of Non-Statutory Stock Options ("NSO") as well as Restricted Stock may be granted under the 2014 Plan. We have also adopted our 2013 Equity Incentive Plan ("2013 Plan") on March 1, 2013, whereby we reserved for issuance thereunder up to 30,000,000 shares of our common stock. We adopted our 2010 Equity Incentive Plan ("2010 Plan") on June 1, 2010, whereby it reserved for issuance thereunder up to 10,000,000 shares of our common stock. A total of 70,000,000 shares of our common stock are available for issuance under the 2014 plan, the 2013 Plan and the 2010 Plan, collectively. As of August 31, 2014, grants of 25,800,000 options and shares of Restricted Stock have been made to officers, directors and consultants, net of cancelations.

The following table provides certain aggregate information, as of August 31, 2014, with respect to all of our equity compensation plans then in effect:

| (a) No. of securities to be issued upon exercise of outstanding options, | (b) Weighted-average exercise price of outstanding options, | (c) No. of securities remaining available for future issuance under equity compensation plans (excluding securities |
|---|---|---|