



OTCQB Certification

I, Alex Macdonald, Chief Financial Officer of Enthusiast Gaming Holdings Inc. ("the Company"), certify that:

a. The Company is registered or required to file periodic reporting with the SEC or is exempt from SEC registration as indicated below (mark the box below that applies with an "X"):

- ☐ Company is registered under Section 12(g) 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
- ☐ Company is reporting under Section 15(d) of the Exchange Act.
- ☐ Company is reporting under the Alternative Reporting Company Disclosure Guidelines
- ☐ 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 December 5, 2019 and includes the total shares outstanding, authorized, and in the public float as of that date.

d. Please provide the following information as of the latest practicable date:

i. Number of Beneficial Owners holding at least 100 shares: 1,811 as of November 7, 2019

("Beneficial Owner" shall mean any person who, directly or indirectly has or shares voting power of such security or investment power, which includes the power to dispose, or to direct the disposition of, such security.)

ii. Number of shares in the Public Float: 37,436,434 as of November 7, 2019

("Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding, or any Affiliates thereof, or any Immediate Family Members of officers, directors and control persons.)

e. The company is duly organized, validly existing and in good standing under the laws of British Columbia in which the Company is organized or does business.

f. Identify any law firm and attorney(s) that acted as the Company's primary legal counsel in preparing its most recent annual report. Include the firm and attorney(s) name if outside counsel, or name and title if internal counsel. (If no attorney assisted in putting together the disclosure, the Company must identify the person or persons who prepared the disclosure and their relationship to the company.) Please also identify any other attorney, if different than the primary legal counsel, that assisted the company during the prior fiscal year on any matter including but not limited to, preparation of disclosure, press releases, consulting services, corporate action or merger assistance, etc.

Management prepared the Company's most recent annual financial report.

g. 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, marketing, brand awareness, consulting, stock promotion, or any other related services to the Company.

Native Ads Inc.—1055 Dunsmuir St, Vancouver, BC Canada V7X 1L3

Todd Shapiro, Todd Shapiro Show, 135 Liberty ST, Floor 3, Toronto, ON Canada M6K 1A7
 Hybrid Financial, 40 King Street West, Suite 1700 Toronto, ON M5H 3Y2
 Agora Financial, 155 East Beaver Creek Road, Unit 24, Suite 304, Richmond Hill, ON Canada L4B 2N1
 New Era Media – 800 W Pender St, Vancouver, BC V6C 2V6
 Apaton Financial - Ellernstr. 34 30175 Hannover Germany
 MZ Investor Relations Group – 5055 Avenida Encinas Carlsbad CA, 92008
 Strike Communication—1191 Queens Ave, West Vancouver, BC Canada V7S 2K3
 Piccilo PR - SUITE 202/ 197 YOUNG STREET WATERLOO, NSW 2017 AUSTRALIA
 Generation Advisors – 22 St. Clair Avenue East, 18th Floor Toronto, ON M4T 2S3 Canada
 PI Financial Market Makers- 1900 - 666 Burrard Street Vancouver, BC, V6C 3N1

h. The following is a complete list of 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), including name, address, and number of shares owned. Options and warrants that can be converted into common shares within the next 60 days should be included in the shareholdings listed below. If any of the beneficial shareholders are corporate entities, provide the name and address of the person(s) owning or controlling such corporate entities.

Name	Address (City and State only)	Number of Shares Owned
Adrian Montgomery	Toronto, ON	3,193,700 shares 443,500 options
Alex Macdonald	Markham, ON	187,500 options
Eric Bernofsky	Toronto, ON	346,582 shares; 624,682 options
Menashe Kestenbaum	North York, ON	827,562 shares personally 622,450 shares through KFPH Vest Holdings Inc., controlled by Mr. Kestenbaum 324,120 options personally 833,453 warrants personally
Meir Bulua	Southfield, MI	920,446 shares personally 189,900 shares through LeverageIT Corp., controlled by Mr. Bulua 213,533 options
Francesco Aquilini	Vancouver, BC	400,100 shares personally 2,712,512 shares through GameCo Trust, controlled by Mr. Aquilini 193,500 options personally
Steve Maida	Toronto, ON	7,500,000 shares
Alan Friedman	Toronto, ON	201,425 shares personally 316,500 shares through Esmys Family Trust, controlled by Mr. Friedman 62,797 shares through Grayston Capital Investments Inc., controlled by Mr. Friedman 539,431 options personally 179,597 options through Grayston
Ben Colabrese	Toronto, ON	316,500 options
Michael Beckerman	Toronto, ON	41,666 shares

Date: December 5, 2019

Name of Certifying CEO or CFO: Alex Macdonald

Title: Chief Financial Officer

DocuSigned by:

Signature: Alex Macdonald
(Digital Signatures should appear as "/s/ [OFFICER NAME]")