

OTCQB Certification

I, [Name of certifying individual], [Position at Company] of [Company Name] ("the Company"), certify that:

1. 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
 Company is reporting under Regulation A (Tier 2)
 Other (describe) _____

2. 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. *Yes*

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

4. The share information below is for the primary OTCQB traded security as of the latest practicable date:

Trading Symbol		— <i>DFCO</i>
The data in this chart is as of:		— <i>11-9-2020</i>
Shares Authorized	(A)	— <i>1,000,000,000</i>
Total Shares Outstanding	(B)	— <i>68,464,742</i>
Number of Restricted Shares (SEE NOTE 1 BELOW)	(C)	— <i>29,677,908</i>
Unrestricted Shares Held by Officers, Directors, 10% Control Persons & Affiliates	(D)	— <i>0</i>
Public Float: <i>Subtract Lines C and D from Line B</i>	(E)	— <i>38,786,834</i>
% Public Float: <i>Line E Divided by Line B (as a %)</i> (SEE NOTE 2 BELOW)	(F)	— <i>56.7%</i>
Number of Beneficial Shareholders of at least 100 shares (SEE NOTE 3 BELOW)	(G)	— <i>76</i>

NOTE 1: Restricted Shares means securities that are subject to resale restrictions for any reason. Your transfer agent should be able to provide the total number of restricted securities.

NOTE 2: Public Float means 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 (a "10 percent Control Person"), or any Affiliates thereof, or any Family Members of officers, directors and control persons. Family Member shall mean a Person's spouse, parents, children and siblings, whether by blood, marriage or adoption, or anyone residing in such Person's home. OTCQB traded securities are required to have a freely traded public float of at least 10% of the shares outstanding, unless an exemption applies.

NOTE 3: Beneficial Shareholder means 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. OTCQB traded securities are required to have at least 50 beneficial shareholders, unless an exemption applies.

5. The company is duly organized, validly existing and in good standing under the laws of State/Jurisdiction in which the Company is organized or does business.

6. The following is a complete list of any law firm(s) 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, identify the person(s) 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.

*Fletcher Robbe International Attorneys At Law
 18101 Van KAMMAN Ave., Suite 220, Irvine, CA 92612*

7. The following is a complete list of third party providers, including names and addresses, engaged by the Company, its officers, directors or controlling shareholders, at any time during the last complete fiscal year and any interim period between the last fiscal year end and 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. Please describe the services provided by each third party provider listed below.

See Exhibit A

8. Convertible Debt

The following is a complete list of all promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities that were issued or outstanding at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this OTCQB Certification:

See Exhibit B

Check this box if there were no promissory notes, convertible notes, or other convertible debt arrangements issued or outstanding at any point during this time period.

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	Name of Noteholder (entities must have individual with voting / investment control disclosed). ¹	Reason for Issuance (e.g. Loan, Services, etc.)

Use the space below to provide any additional details, including footnotes to the table above:

9. Officers, Directors and 5% Control Persons

The following is a complete list of Officers, Directors and 5% Control Persons (control persons are beneficial owners five percent (5%) or more of any class of the issuer's equity securities), including name, address, and number of

¹ International Reporting Companies may elect not to disclose the names of noteholders who are non-affiliates of the company. "Affiliate" is a Person that directly, or indirectly through one or more intermediaries, controls or is controlled by, or is under common control with, an officer, a director, or a shareholder beneficially-owning 10 percent or more of the Company's outstanding shares.

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	City and State (and Country if outside US)	Number of Shares Owned (list common, warrants and options separately)	Percentage of Class of Shares Owned
BRIAN BONAR	Rancho Santa Fe, CA	5,026,315	7.3%
FAYAO NISAR	SAN MARCOS, CA	3,000,000	4.3%
Pauline Gourdie	San Diego, CA	0	0
BRIAN KENBRICK	Mission Viejo, CA	0	0
Fletcher Robbe	Newport Beach, CA	0	0
Harvey Kershkowitz	San Diego, CA	0	0
STUART COX	Edinburgh, Scotland	6,118,000	8.9%
SANDRA DICICCO	Fresno, CA	4,965,614	7.2%

10. Certification

Date: December 4, 2020

Name of Certifying CEO or CFO: BRIAN BONAR

Title: CEO


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

EXHIBIT A

Dalrada Financial Corporation

OTCQB Certification

ITEM 7: Third Party Providers

1) Public Relations Provider: Promotes our Company (Corporate communications and Lead development)

TGE Media
TGE Research
Trinity Global Enterprises, LLC
9101 W. Sahara Ave. Ste. 105-133
Las Vegas, NV 89117

Website:

<https://trinityglobalenterprisesllc.com/leadership/>

Jessica Chandler: www.facebook.com/jessicaannchandler

Denise Mahaffey: www.linkedin.com/in/denisermahaff

Phone (760) 908-6565, and (702) 834-0003

2) Investor Relations (Performs Social Media promotions)

Social Start Now, LLC
6100 Cortedaria St.
Albuquerque, NM 87111

Phone: 505-433-321

Brian@socialstart.com

www.socialstartnow.com

EXHIBIT B

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder	Reason for Issuance (e.g. Loan, Services, etc.)
Convertible Notes							
6/30/2019	1,945,313	1,875,000	70,313	6/30/2020	.034 per share	Brian Bonar	Wages
Notes Payable							
6/30/2019	38,874	37,469	1,405	6/30/2019		Tipp Investments LLC/ Sandra Di Cicco	Loan
6/30/2019	2,334	2,250	84	6/30/2020		Trucept, Inc./ Norman Tipton	Loan
6/30/2019	1,691	1,630	61	6/30/2020		Prime Capital HR/Andrew Jones	Loan
6/30/2019	272,028	262,196	9,832	6/30/2020		Afinida/Andrew Jones	Loan
9/30/2019	135,203	131,265	3,938	9/30/2020		Afinida/Andrew Jones	Loan
9/30/2019	2,137	2,075	62	9/30/2020		Prime Capital HR/Andrew Jones	Loan
9/30/2019	3,476	3,375	101	9/30/2020		Trucept, Inc./ Norman Tipton	Loan
9/30/2019	37,461	36,370	1,091	9/30/2020		Tipp Investments LLC/ Sandra Di Cicco	Loan
9/30/2019	1,921	1,865	56	9/30/2020		Prime Capital HR/Andrew Jones	Loan
9/30/2019	95,931	93,137	2,794	9/30/2020		Prime Capital HR/Andrew Jones	Loan
12/31/2019	19,089	18,669	420	12/31/2019		Afinida/Andrew Jones	Loan
12/31/2019	16,529	16,165	364	12/31/2019		Prime Capital HR/Andrew Jones	Loan
12/31/2019	1,150	1,125	25	12/31/2020		Trucept, Inc./ Norman Tipton	Loan
12/31/2019	155,708	152,282	3,426	12/31/2020		Tipp Investments LLC/ Sandra Di Cicco	Loan
12/31/2019	5,388	5,269	119	12/31/2020		Prime Capital HR/Andrew Jones	Loan
12/31/2019	737,135	720,914	16,221	12/31/2020		Tipp Investments LLC/ Sandra Di Cicco	Loan
3/31/2020	237,394	233,886	3,508	3/31/2020		Tipp Investments LLC/ Sandra Di Cicco	Loan
3/31/2020	1,137	1,120	17	3/31/2020		Prime Capital HR/Andrew Jones	Loan
3/31/2020	178,378	175,742	2,636	3/31/2020		Afinida/Andrew Jones	Loan
3/31/2020	14,875	14,655	220	3/31/2020		Prime Capital HR/Andrew Jones	Loan
3/31/2020	1,182	1,165	17	3/31/2020		Tipp Investments LLC/ Sandra Di Cicco	Loan
3/31/2020	417,996	417,996	6,270	3/31/2020		Tipp Investments LLC/ Sandra Di Cicco	Loan
3/31/2020	79,866	79,866	1,198	3/31/2020		Tipp Investments LLC/ Sandra Di Cicco	Loan
3/31/2020	56,706	55,868	838	3/31/2020		Prime Capital HR/Andrew Jones	Loan
6/30/2020	230,273	228,559	1,714	6/30/2020		Trucept, Inc./ Norman Tipton	Loan
6/30/2020	132,465	131,479	986	6/30/2020		Tipp Investments LLC/ Sandra Di Cicco	Loan
6/30/2020	13,601	13,500	101	6/30/2020		Prime Capital HR/Andrew Jones	Loan
6/30/2020	215,494	213,890	1,604	6/30/2020		Trucept, Inc./ Norman Tipton	Loan
						Tipp Investments LLC/ Sandra Di Cicco	Loan

5/13/2020	57,918	57,918.00	0	5/13/2022	Likido's Government Loan (PPP)	Loan
4/13/2020	21,042	21,042.00	0	4/13/2022	Bank of Scotland	Loan
6/30/2020	14,166	14,166.00	0	6/30/2020	Dalrada's PPP Loan - Care Act - B of A	Loan
9/30/2020	36,549	36,549	0	9/30/2022	Prakat Bank Loan	Loan
9/30/2020	32,959	32,959	0	9/30/2022	Tipp Investments LLC/ Sandra Di Cicco	Loan
9/30/2020	31,024	31,024	0	9/30/2022	Trucept, Inc./ Norman Tipton	Loan
9/30/2020	411,000	411,000	0	9/30/2022	Tipp Investments LLC/ Sandra Di Cicco	Loan
		\$5,533,440	\$129,423		Prime Capital HR/Andrew Jones	Loan
Total						