

OTCQB Certification

I, Balakrishnan B S Muthu, [President] of [Verde Resources, Inc.] ("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.
3. The Company Profile displayed on www.otcmarkets.com is current and complete as of November 11, 2021 and includes the total shares outstanding, authorized, and in the public float as of that date.
4. The share information below is for the primary OTCQB traded security as of the latest practicable date:

Trading Symbol		<u>VRDR</u>
The data in this chart is as of:		<u>November 11, 2021</u>
Shares Authorized	(A)	<u>10,000,000,000</u>
Total Shares Outstanding	(B)	<u>810,742,109</u>
Number of Restricted Shares (SEE NOTE 1 BELOW)	(C)	<u>723,476,827</u>
Unrestricted Shares Held by Officers, Directors, 10% Control Persons & Affiliates	(D)	<u>5,246,341</u>
Public Float: <i>Subtract Lines C and D from Line B</i>	(E)	<u>82,018,941</u>
% Public Float: <i>Line E Divided by Line B (as a %)</i> (SEE NOTE 2 BELOW)	(F)	<u>10.12%</u>
Number of Beneficial Shareholders of at least 100 shares (SEE NOTE 3 BELOW)	(G)	<u>105</u>

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 Nevada 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.

Witherspoon Brajcich McPhee, PLLC

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.

N/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:

☐ 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.)
See Attachment 1								

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

See Attachment 1

9. Officers, Directors and 5% Control Persons

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.

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 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
See Attachment 2			

10. Certification

Date: November 12, 2021

Name of Certifying CEO or CFO: Balakrishnan B S Muthu

Title: President

Signature: /s/ Balakrishnan B S Muthu

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

SUPPLEMENTAL ATTACHMENT 1
TO
OTCQB CERTIFICATION

VERDE RESOURCES, INC.
CONVERTIBLE DEBTS

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.)
May 12, 2021	12,213,000	12,213,000	0	May 12, 2023	Nil	0	Taipan International Limited	Loan
May 12, 2021	4,071,000	4,071,000	0	May 12, 2023	Nil	0	Borneo Resources Limited	Loan
May 12, 2021	108,492	108,492	0	May 12, 2023	Nil	0	Yong Yit Fui @Steven	Loan
May 12, 2021	162,840	162,840	0	May 12, 2023	Nil	0	Khoo Yong Ai	Loan
May 12, 2021	162,840	162,840	0	May 12, 2023	Nil	0	Wong Yung Jack	Loan
May 12, 2021	108,492	108,492	0	May 12, 2023	Nil	0	Teo Zye Keun	Loan
May 12, 2021	271,332	271,332	0	May 12, 2023	Nil	0	Gordon Henry Low	Loan
May 12, 2021	482,006	482,006	0	May 12, 2023	Nil	0	Chong Chi Kiong @ Thomas Chong	Loan
May 12, 2021	753,340	753,340	0	May 12, 2023	Nil	0	Darren Yong Jia Jiun	Loan
May 12, 2021	241,207	241,207	0	May 12, 2023	Nil	0	Reggie Abraham	Loan
May 12, 2021	482,006	482,006	0	May 12, 2023	Nil	0	Rozita Noorizam Binti Ajmain	Loan
May 12, 2021	617,774	617,774	0	May 12, 2023	Nil	0	Lang Yan Poh	Loan
May 12, 2021	271,332	271,332	0	May 12, 2023	Nil	0	Ahmad Nor Aramia Bin Mahiyuddin	Loan
May 12, 2021	54,348	54,348	0	May 12, 2023	Nil	0	Mariana Binti Jamarudin	Loan
May 12, 2021	241,003	241,003	0	May 12, 2023	Nil	0	Chai Bee Foon @Chua Kuan Fung	Loan
May 12, 2021	27,072	27,072	0	May 12, 2023	Nil	0	Anuar Bin Ismail	Loan
May 12, 2021	86,916	86,916	0	May 12, 2023	Nil	0	Lee Chun Hao	Loan

SUPPLEMENTAL ATTACHMENT 2
TO
OTCQB CERTIFICATION

VERDE RESOURCES, INC.
SHARES OWNED BY OFFICERS, DIRECTORS AND CONTROL PERSONS

The following are the Company's common stock owned by all Officers and Directors as of November 11, 2021:

1. Balakrishnan B S Muthu owns 7,595,233 shares (0.9%) of the Company's common stock via both direct ownership (7,095,233 shares) and indirect ownership through Banavees Resources (500,000 shares).
2. Chen Ching owns 12,341,608 shares (1.5%) of the Company's common stock via both direct ownership (7,595,267 shares) and indirect ownership through Goldlynn Invest Limited (4,746,341 shares).

The following shareholder of Verde Resources, Inc. owns 5% or more of the Company's common stock as of November 11, 2021 (to the best of Management's knowledge):

1. Taipan International Limited: 192,900,000 shares (23.8%)
2. Borneo Oil Berhad: 186,666,667 shares (23.0%)
3. Internet.com Ltd: 70,343,443 shares (8.7%)
4. Borneo Resources Limited: 64,300,000 shares (7.9%)