

## OTCQB Certification

I, Chiyuan Deng, CEO of AB International Group Corp. ("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) FROM S-1 REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933.
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](http://www.otcmarkets.com) is current and complete as of October 19 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>ABQQ</u>
The data in this chart is as of:		<u>December 31, 2021</u>
Shares Authorized	(A)	<u>1,000,000,000</u>
Total Shares Outstanding	(B)	<u>237,750,433</u>
Number of Restricted Shares (SEE NOTE 1 BELOW)	(C)	<u>67,934,119</u>
Unrestricted Shares Held by Officers, Directors, 10% Control Persons & Affiliates	(D)	<u>773,008</u>
Public Float: <i>Subtract Lines C and D from Line B</i>	(E)	<u>169,043,306</u>
% Public Float: <i>Line E Divided by Line B (as a %)</i> (SEE NOTE 2 BELOW)	(F)	<u>71.1%</u>
Number of Beneficial Shareholders of at least 100 shares (SEE NOTE 3 BELOW)	(G)	<u>541</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.

Scott Doney, Owner of The Doney Law Firm

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.

Andrew J. Barwicki, Founder & CEO of Barwicki Investor Relations Inc. 30 Wall Street, 8 FL \* New York, NY 10005

#### 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), <sup>1</sup>	Reason for Issuance (e.g. Loan, Services, etc.)
09.01 2020	0	82,500	4,097	09.01 2021	No converted Prepaid	0	Jefferson Street Capital/ Brian Goldberg Partner	Loan
09.01. 2020	0	75,000	3,724	06.01. 2021	No converted Prepaid	0	FirstFire GlobalEli / Fireman Partner	Loan
10.08. 2020	0	55,000	2,746	10.08 2021	No converted Prepaid	0	Power Up Lending /Curt Kramer, CEO	Loan
07.24. 2020	0	130,000	6,491	07.24. 2021	No converted Prepaid	0	Power Up Lending	Loan
08.18. 2020	0	63,000	3,042	08.18. 2021	No converted Prepaid	0	Power Up Lending	Loan

<sup>1</sup> 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.

10.09.2020	0	62,700	3,114	10.09.2021	No converted Prepaid	0	East Capital/Chris Danzi President	Loan
07.17.2020	0	50,000	1,990	07.17.2021	No converted Prepaid	0	EMA Financial / Stephen Fox CFO	Loan
07.23.2020	0	40,500	1,545	07.23.2021	No converted Prepaid	0	Crown Bridge / Seth A. Partner	Loan
01.08.2020	0	1,082	2,641	01.08.2021	No converted Prepaid	0	Crown Bridge/ Seth A. Partner	Loan
11.18.2019	0	5,285	5,154	08.18.2020	\$0.00812 per share	1408800	EMA Financial /Stephen Fox CFO	Loan
12.31.2019	0	48,295	149	09.30.2020	\$0.00363 per share	11551740	Auctus Fund/ Lou Posner, Partner	Loan
02.13.2020	0	26,600	379	02.13.2021	\$0.0099 per share	2727285	East Capital/Chris Danzi President	Loan
02.19.2020	0	41,000	2,605	02.19.2021	\$0.0113 per share	3865905	Fidelis Capital/Anthony Lozito President	Loan
03.12.2020	0	25,500	251	03.12.2021	\$0.0098 per share	2702508	Armada Partners Andrew Avitan, Partner	Loan
01.28.2020	0	19,785	3,750	01.28.2021	\$0.007 per share	3150000	Crown Bridge/ Seth A. Partner	Loan

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 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.**

<b>Name</b>	<b>City and State (and Country if outside US)</b>	<b>Number of Shares Owned (list common, warrants and options separately)</b>	<b>Percentage of Class of Shares Owned</b>
Chiyuan Deng	Hong Kong	6,312,733 shares common stock 100,000 shares of Series A 20,000 shares of Series B Preferred Stock	2.87% 100% 100%
Brandy Gao	Pleasanton, California	2,000 shares common stock	
Ho Fai Lam	Hong Kong	0	
Ruiyu Guan	Guangzhou China	0	
Jimmy Chue	New York, NY	500,000 shares common stock	0.2%
Vella Deng	Guangzhou China	0	

10. Certification

Date: 1/13/2022

Name of Certifying CEO or CFO: Chiyuan Deng

Title: CEO

Signature: /s/ Chiyuan Deng

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