

OTCQB Certification

I, Charles S. Arnold, Chairman and CEO of Stemtech Corporation (“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 is duly organized, validly existing and in good standing under the laws of NEVADA in which the Company is organized or does business.
4. The share information below is for the primary OTCQB traded security as of the latest practicable date:

Trading Symbol		<u>STEK</u>
The data in this chart is as of:		<u>4/19/2022</u>
Shares Authorized	(A)	<u>200,000,000</u>
Total Shares Outstanding	(B)	<u>44,685,673</u>
Number of Restricted Shares ¹	(C)	<u>38,202,639</u>
Unrestricted Shares Held by Officers, Directors, 10% Control Persons & Affiliates	(D)	<u>0</u>
Public Float: <i>Subtract Lines C and D from Line B</i>	(E)	<u>6,483,034</u>
% Public Float: <i>Line E Divided by Line B (as a %)</i> ²	(F)	<u>14,50%</u>
Number of Beneficial Shareholders of at least 100 shares ³	(G)	<u>59</u>

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.

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.

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. 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	Principal Amount at Issuance (\$)	Outstanding Balance (\$)⁴	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	# of Potential Shares to be Issued Upon Conversion⁵	Name of Noteholder (entities must have individual with voting / investment control disclosed).⁶	Reason for Issuance (e.g., Loan, Services, etc.)
8/30/21	568,182.00	613,631.45	5/30/22	Equal to the lower of (i) 65% of the lowest volume weighted average prices for Common Stock as reported at the close of trading on the market reporting trade prices for the Common Stock during the 30 trading days ending on, and	0	272,725	MCUS, LLC (Control Person: Roman Rogol)	Loan

⁴ The Outstanding Balance is to include accrued interest.

⁵ The total number of shares that can be issued upon full conversion of the Outstanding Balance. The number should not factor any “blockers” or limitations on the percentage of outstanding shares that can be owned by the Noteholder at a particular time. For purposes of this calculation, please use the current market pricing (e.g. most recent closing price, bid, etc.) of the security if conversion is based on a variable market rate.

⁶ 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.

				including, the date of the notice of conversion and (ii) Closing Price on the Closing Date, not to exceed \$2.25.				
9/1/21	455,555.56	460,224.00	6/1/22	Equal to the thirty (30) day VWAP (Volume Weighted Average Price) of GNTW shares over the first thirty (30) days of trading after the closing of the merger with pubco (the "Fixed Conversion Price") (\$3.2431); provided that at any time after any Event of Default (as defined herein) under this Note, the Conversion Price shall immediately be equal to the lesser of (i) the Fixed Conversion Price; (ii) sixty five	0	141,908	Leonite Fund I, LP (Control Person: Avi Geller)	Loan

				percent (65%) of the lowest trading price during the thirty (30) consecutive Trading Day period immediately preceding the Trading Day that the Borrower receives a Notice of Conversion or (iii) the discount to market based on subsequent financing.				
9/17/21	1,400,000.00	1,481,662.00	9/9/24	\$3.2431 (30 day VWAP of first 30 days of trading as a public company).	0	456,865	Sharing Services Global Corporation (Control Person: John Thatch)	Loan
12/10/20	25,000.00	27,600.00	12/10/21	33.3% Discount to market	0	13,269	Charles S. Arnold	Loan
<u>12/10/20</u>	25,000.00	27,600.00	12/10/21	33.3% Discount to market	0	13,269	Darryl Green	Loan
<u>12/10/20</u>	100,000.00	110,400.00	12/10/21	33.3% Discount to market	0	53,076	Greg A. Guy	Loan
<u>1/7/21</u>	25,000.00	27,500.00	01/07/22	33.3% Discount to market	0	13,221	Darryl Green	Loan

Total Outstanding	2,748,617.4	Total Shares:	0	964,333
Balance:	5			

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

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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.

David E. Price, PC
#3 Bethesda Metro Center, Suite 700, Bethesda, MD 20814

7. The following is a complete list of third-party providers, including firm names and addresses, and primary contact names, 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. If none, please state "None".

Winthorp Capital LLC - Director of Investor Relations
1590 Horseshoe Dr, Manasquan, NJ 08736-2704

Mindshare Holdings, Inc. - Consulting Director of Finance, Corporate Development and M&A. Corporate governance and business development. Contracted from 8/9/19 to 8/9/21.
419 Bostwick Lane, Gaithersburg, MD 20878

8. Officers, Directors and 5% Control Persons:

The following is a complete list of Officers, Directors and 5% Control Persons (control persons are beneficial owners of five percent (5%) or more of any class of the issuer's equity securities), including name, address, and number of shares owned. Preferred shares, options, 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 (First, Last)	City and State (and Country if outside US)	Number of Shares Owned (list common, preferred, warrants and options separately)	Percentage of Class of Shares Owned
Charles S. Arnold	520 BRICKELL KEY DR, #1607 MIAMI, FL 33131	8,366,097	18.71% Common
Jay Cardwell	3105 Peconic LN, Peconic, NY 11958	0	0
John W. Meyer	5250 Ferrari Avenue Ave Maria, FL 34142	344,302	.007% Common
Benjamin Kaplan (personally (832,004) and through ownership of Long Side Ventures LLC (2,198,905))	1800 S. OCEAN DR, PH2 HALLANDALE BEACH, FL 33009	3,030,909	6.78% Common
Darryl Green (personally (294) and through ownership of DVG Ventures FL LLC (3,641,644))	19173 Long Lake Ranch Blvd Lutz, FL 33558	3,641,938	8.15% Common
John Thatch	3112 Masters Drive Clearwater FL 33761	0 owned directly. Control person of Sharing Services Global Corp., a public company, which owns 154,173 shares of common stock and has Convertible Note convertible into common stock. See 9/17/21 Convertible Note above.	Currently .0034% Common - (154,173 shares) owned by Sharing Services Global Corporation. Additional 456,865 shares (1%) would be created if converted with today's principal and accrued interest based on Conversion of Note into

			Common at \$3.2431 (30 day VWAP of first 30 days of trading as a public company).
Robert Grinberg (personally (832,004) and through ownership of Taconic Group LLC (2,324,447)).	1835 NE MIAMI GARDENS DR, #272 N. MIAMI BEACH, FL 33179	3,156,451	7.06% Common
Javad Abbasi (4,319,271 through ownership of Vekken LLC and 2,219,447 through ownership of Empereur Limited Partnership).	392 Dorado Beach East Dorado, PR 00646	6,538,718	14.63% Common
Mindshare Holdings, Inc. (Joshua Rosenbaum)	419 Bostwick Lane Gaitherburg, MD 20878	2,458,399	5.5% Common
Mindshare Holdings, Inc. (Joshua Rosenbaum)	419 Bostwick Lane Gaitherburg, MD 20878	3,414,443	7.64% - Warrants exercisable to common at .2929
Daniel Kaplan (personally (832,004) and through ownership of R&T Sports Marketing, Inc. (2,304,998))	15440 SW 82 AVE, PALMETTO, FL 33157	3,137,002	7.02%
David E. Price (Corporate Secretary)	#11804 Enid Drive, Potomac MD 20854	682,889	1.53%

Use the space below to provide any additional details, including conversion terms of any class of the issuer's equity securities:

9. Certification:

Date: 4/19/22

Name of Certifying CEO or CFO: Charles S. Arnold

Title: CEO and Chairman

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