

## OTCQB Certification

I, Ike Makrimichalos, CFO of SusGlobal Energy 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) \_\_\_\_\_
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 State/Jurisdiction 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		SNRG
The data in this chart is as of:		May 16, 2022
Shares Authorized	(A)	150,000
Total Shares Outstanding	(B)	101,254,466
Number of Restricted Shares <sup>1</sup>	(C)	27,885,598
Unrestricted Shares Held by Officers, Directors, 10% Control Persons & Affiliates	(D)	18,645,060
Public Float: <i>Subtract Lines C and D from Line B</i>	(E)	54,723,808
% Public Float: <i>Line E Divided by Line B (as a %)</i> <sup>2</sup>	(F)	54.05%
Number of Beneficial Shareholders of at least 100 shares <sup>3</sup>	(G)	194

<sup>1</sup> 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.

<sup>2</sup> 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.

<sup>3</sup> 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: Please refer to table at the end of this document.

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.)
<b>Total Outstanding Balance:</b>				<b>Total Shares:</b>				

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

Please refer to table at the end of this document.

\_\_\_\_\_

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.

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 Lucosky Brookman, LLP  
 Joseph M. Lucosky, Managing Partner  
 Steven Lipstein, Counsel

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.

<sup>6</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.

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".

The services related to various consulting services provided to the Company, including marketing, IR, business and financial consulting.

Frost Cat Capital Corp.	22 Wolfson Crescent, Richmond Hill, ON L4E 4N9	Steve Colivas
Alchemy Advisory LLC	13600 CARR 968, Apt 64, Rio Grande, Puerto Rico 00745-9683	Dmitriy Shapiro
Quick Capital, LLC.	66 West Flagler Street Suite 900 #2292 Miami FL 33130	Eilon Natan
TraDigital IR	1250 Front Street, Suite 199 Binghamton, NY 13901	Sarah Ware
Ramos & Ramos Investments Ltd.,	7 Roughwood Court, North York, ON, M3L 2M4	Dominic Alessandro
ROK Consulting Inc,	6365 Collins Ave. Apt. 3002 Miami Beach, FL, 33141	Justin C. Ouimet, Director
Corporate Profile LLC	1185 Avenue of the Americas 3 <sup>rd</sup> floor New York NY 10036	Laurel Moody

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
Marc Hazout	Toronto, Ontario, Canada	17,811,068	17.59
Ike Makrimichalos	St. Catharines, Ontario, Canada	650,000	.64
Gary Herman	Florida, USA	-	-
Susan Harte	New York, USA	50,000	.05
Andrea Calla	Toronto, Ontario, Canada	133,992	.13

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

9. Certification:

Date: May

16, 2022

Name of Certifying CEO or CFO: Ike Makrimichalos

Title: CFO

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

**SUSGLOBAL ENERGY CORP.**  
**DETAILS OF CONVERTIBLE NOTES**  
**AS AT May 16, 2022**

<u>As of May 13, 2022</u>	<u>ISSUE DATE</u>	<u>Amount at Issuance</u>	<u>Outstanding Balance</u>	<u>Maturity Date</u>	<u>Conversion Terms</u>	<u># of Shares Converted to Date</u>	<u># of Potential Shares to be Issued on Conversion Trading Price-\$0.65</u>	<u>Name of Note Holder</u>	<u>Reason for Issuance PAID TO</u>
<b>JEFFERSON STREET CAPITAL LLC</b> Brian Goldberg, Managing Member	31/03/2021	275,000	0	30/04/2022	Anytme after issuance	1,500,000	0		Working capital
<b>PLATINUM POINT CAPITAL LLC</b> Brian Freifeld, President	01/04/2021	275,000	0	31/12/2021	Anytme after issuance	2,000,000	0		Working capital
<b>AJB CAPITAL INVESTMENTS LLC</b>	16/06/2021	450,000	451,849	16/06/2022	On event of default	0	772,391		Working capital
<b>AJB CAPITAL INVESTMENTS LLC</b> Ari Blaine, Partner	02/12/2021	350,000	351,438	02/06/2022	On event of default	0	600,749		Working capital
<b>GENEVA ROTH REMARK HOLDINGS INC.</b> Curt Kramer, President	26/08/2021	142,200	0	26/07/2022	On event of default	141,878	0		Working capital
<b>TARGET CAPITAL 2 LLC</b>	29/10/2021	1,471,000	1,471,000	29/07/2022	On Liquidity event	0	3,481,657		Working capital
<b>TARGET CAPITAL 2 LLC</b> Dmitriy Shapiro, Founder	03/03/2022	1,000,000	1,000,000	03/06/2022	or event of default 35% discount	0	2,366,864		Working capital
<b>QUICK CAPITAL, LLC</b> Eilon D. Natan, Managing Member	28/10/2021	294,118	294,118	28/07/2022	On Liquidity event or event of default 30% discount	0	646,413		Working capital
<b>CYPRESS BRIDGE CAPITAL LLC</b> Harvey Wasco, Manager	07/03/2022	1,000,000	1,000,000	07/06/2022	On Liquidity event or event of default 35% discount	0	2,366,864		Working capital

13/05/2022

SusGlobal Energy Corp.-Convertible Promissory Notes-As At May 13 2022-For OTC.xlsx