

OTCQB Certification

I, Philip B Mullin, Chief Financial Officer of Cryomass Technologies 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 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>CRYM</u>
The data in this chart is as of:		<u>7/11/2022</u>
Shares Authorized	(A)	<u>500,000,000</u>
Total Shares Outstanding	(B)	<u>201,051,665</u>
Number of Restricted Shares ¹	(C)	<u>75,693,370</u>
Unrestricted Shares Held by Officers, Directors, 10% Control Persons & Affiliates	(D)	<u>1,447,421</u>
Public Float: <i>Subtract Lines C and D from Line B</i>	(E)	<u>123,910,874</u>
% Public Float: <i>Line E Divided by Line B (as a %)</i> ²	(F)	<u>61.63%</u>
Number of Beneficial Shareholders of at least 100 shares ³	(G)	<u>2058</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 Conversion ⁵	Name of Noteholder (entities must have individual with voting / investment control disclosed). ⁶	Reason for Issuance (e.g., Loan, Services, etc.)
7/27/2020	250,000	250,000	8/1/2022	\$0.10 per share	0	2,500,000	Monument Capital Establishment (1)	Capital
5/21/2021	200,000	0	9/30/2022	\$.020 per share	1,000,000	0	0956267 BC Ulc (2)	Capital
3/29/2021	300,000	0	3/31/2022	\$0.20 per share	1,500,000	0	0956267 BC ULC (2)	Capital
5/10/2021	100,000	0	3/31/2022	\$0.20 per share	500,000	0	0997006 BC LTD (3)	Capital
4/12/2021	100,000	0	3/31/2022	\$0.20 per share	500,000	0	2811683 Canada Inc (4)	Capital
6/7/2021	200,000	0	9/30/2022	\$0.20 per share	1,000,000	0	3366669 Canada Inc. (5)	Capital
4/14/2021	320,000	0	3/31/2022	\$0.20 per share	1,600,000	0	9043-0083 Quebec Inc. (6)	Capital
5/21/2021	50,000	0	9/30/2022	\$0.20 per share	250,000	0	9164-3163 Quebec Inc (7)	Capital
4/20/21	1,000,000	0	3/31/22	\$0.20 per share	5,000,000	0	9138-2582 Quebec Inc. (8)	Capital
5/19/21	75,000	0	9/30/22	\$0.20 per share	375,000	0	Alain Paradid	Capital
4/15/21	75,000	0	3/31/22	\$0.20 per share	375,000	9	Ann Isabelle Deleeuw	Capital
4/12/21	25,000	0	3/31/22	\$0.20 per share	125,000	0	Carolina Rivera	Capital

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.

6/9/21	100,000	0	9/30/22	\$0.20 per share	500,000	0	Concept F3 Inc (9)	Capital
5/12/21	40,000	0	3/31/22	\$0.20 per share	200,000	0	Dr Mathieu Beaudoin Parodontiste Inc (10)	Capital
6/9/21	200,000	0	9/30/22	\$0.20 per share	1,000,000	0	Eric Savail	Capital
5/10/21	20,000	0	9/30/22	\$0.20 per share	100,000	0	Francois Leclerc	Capital
6/9/21	40,000	0	9/30/22	\$0.20 per share	40,000	0	Gestion Michel Daoust Inc (11)	Capital
5/11/21	100,000	0	9/30/22	\$0.20 per share	500,000	0	HAM Senior Inc (12)	Capital
5/11/21	100,000	0	9/30/22	\$0.20 per share	500,000	0	Hungry Asset Monster inc (12)	Capital
4/22/21	250,000	0	3/31/22	\$0.20 per share	2,500,000	0	Investissement Maxime Losier Inc (13)	Capital
3/29/21	200,000	0	3/31/22	\$0.20 per share	1,000,000	0	Investissement S Losier Inc. (14)	Capital
7/6/21	110,000	0	3/31/22	\$0.20 per share	550,000	0	Investissement S Losier Inc. (14)	Capital
5/4/21	20,000	0	9/30/22	\$0.20 per share	100,000	0	Jean Noel	Capital
6/21/21	25,000	0	9/30/22	\$0.20 per share	125,000	0	Jean-Pierre Janson	Capital
6/1/21	50,000	0	9/30/22	\$0.20 per share	250,000	0	Jenifer Lynn Zofchak	Capital
7/6/21	100,000	0	9/30/22	\$0.20 per share	500,000	0	JOKAU HOLDINGS INC. (15)	Capital
6/16/21	100,000	0	9/30/22	\$0.20 per share	500,000	0	L5 Capital Inc. (16)	Capital
5/28/21	25,000	0	9/30/22	\$0.20 per share	125,000	0	Laurent Massa	Capital
5/18/21	100,000	0	9/30/22	\$0.20 per share	500,000	0	Marc-Andre Gagnani	Capital
4/28/21	20,000	0	3/31/22	\$0.20 per share	100,000	0	Marc-Andre La Barre	Capital
6/9/21	200,000	0	9/30/22	\$0.20 per share	1,000,000	0	Martin Lemay	Capital
5/27/21	25,000	0	9/30/22	\$0.20 per share	125,000	0	Michael Mangione	Capital
5/19/21	50,000	0	9/30/22	\$0.20 per share	250,000	0	Nathalie Prevost	Capital
6/1/21	40,000	0	3/31/22	\$0.20 per share	200,000	0	Pascal Pelletier	Capital
4/1/21	40,000	0	3/31/22	\$0.20 per share	200,000	0	Patrick Ethier	Capital

6/14/21	100,000	0	9/30/22	\$0.20 per share	500,000	0	Patrick Milot-Daignault	Capital
6/2/21	50,000	0	3/31/22	\$0.20 per share	250,000	0	Peter Dunham	Capital
5/27/21	20,000	0	9/30/22	\$0.20 per share	100,000	0	Pierre-Luc Marcotte	Capital
6/14/21	75,000	0	3/31/22	\$0.20 per share	375,000	0	Richard Beek	Capital
4/13/21	100,000	0	3/31/22	\$0.20 per share	500,000	0	Ron Wilson	Capital
4/7/21	25,000	0	3/31/22	\$0.20 per share	125,000	0	Sebastien Jutras	Capital
6/10/21	80,000	0	3/31/22	\$0.20 per share	400,000	0	Thierry Hay Sabourin	Capital
4/22/21	50,000	0	3/31/22	\$0.20 per share	250,000	0	Verdier Capital Inc. (17)	Capital
Total Outstanding Balance:		0	Total Shares:		24,840,000	2,500,000		

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

1. Renzo Zanolari has investment control of notes held by Monument Capital Establishment
 2. Benoit Lemieux has investment control of notes held by 0956267 BC ULC
 3. Stephen Schroeder has investment control of notes held by 0997006 BC LTD
 4. Leonard Marcovitch has investment control of notes held by 2811863 Canada Inc.
 5. Marc Mullie has investment control of notes held by 3366669 Canada Inc.
 6. Claude Huot has investment control of notes held by 9043-0083 Quebec Inc.
 7. Nathalie Prevost has investment control of notes held by 9164-3163 Quebec Inc.
 8. Patrick Varin has investment control of notes held by 9318-2582 Quebec Inc.
 9. Pierre Allard has investment control of notes held by Concept F3 Inc.
 10. Mathieu Beaudoin has investment control of notes held by Dr Mathieu Beaudoin Perodontiste Inc..
 11. Michel Daoust has investment control of notes held by Gestion Michel Daoust Inc.
 12. Alexander Massa has investment control of notes held by HAM Senior Inc and Hungry Asset Monster Inc.
 13. Maxime Losier has investment control of notes held by Investissement Maxime Losier Inc.
 14. Simon Losier has investment control of notes held by Investissement S Losier Inc.
 15. Johannes Kau has investment control of Jokau Holdings Inc.
 16. Marc Lustig has investment control of L5 Capital Inc.
 17. Eric Verdier has investment control of Verdier Capital Inc.
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.

JP Galda & Co (Joseph P Galda
Patricia Kovacevic, inhouse

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".

Creative Direct Marketing Group, awareness program

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
Christian Noel	Montreal, Quebec, Canada	6,860,000 common shares	3.41%
Trichome Capital Inc (1)	Montreal, Quebec, Inc	760,000 common shares	0.38%
Christian Noel	Montreal, Quebec, Canada	250,000 warrants @\$0.40	na
Trichome Capital Inc (1)	Montreal, Quebec, Canada	760,000 warrants @ \$0.40	na
Delon Human	London, UK	400,000 common shares	0.20%
Delon Human	London, UK	1,500,000 stock options @\$0.16	na
Health Diplomats Pte Ltd (2)	London, UK	760,000 common shares	0.38%
Health Diplomates Pte Ltd (2)	London, UK	760,000 warrants @ \$0.40	na
Philip Mullin	Landrum, SC	622,000 common shares	0.31%
Philip Mullin	Landrum, SC	2,000,000 stock options @ \$0.16	na
Patricia Kovacevic	Tampa, Florida	250,000 common shares	0.12%
Patricia Kovacevic	Tampa, Florida	1,000,000 stock options @ \$0.29	na
Mario Gobbo	Chevy Chase, MD	400,000 common shares	0.20%
Mark Radke	McClellan, VA	400,000 common shares	0.20%
Simon Langelier	London, UK	400,000 common shares	0.20%
CRYM Co-Invest LP (3)	New York, NY	22,500,000 common shares	11.19%
CRYM Co-Invest LP (3)	New York, NY	22,500,000 warrants @ \$0.40	na
Ham Senior Inc (3)	Jacksonville, FL	602,500 common shares	0.30%
Ham Senior Inc (3)	Jacksonville, FL	500,000 warrants @ \$0.40	
Hungry Asset Monster Inc (3)	Jacksonville, FL	602,500 common shares	0.30%
Hungry Asset Monster Inc (3)	Jacksonville, FL	500,000 warrants @ 0.40	na
Steve Cimini	Santa Ana, CA	250,000 common shares	0.12%
Steve Cimini	Santa Ana, CA	250,000 warrants @ \$0.40	na
Steve Cimini	Santa Ana, CA	2,000,000 stock options @ \$0.18	na
Cryocann USA Corp (4)	Santa Ana, CA	10,000,000 common shares	4.97%

9318-2582 Quebec Inc. (5)	Montreal, Quebec, Canada	6,275,000 common shares	3.12%
9318-2582 Quebec Inc. (5)	Montreal, Quebec, Canada	6,275,000 warrants @ \$0.40	na

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

1. Christian Noel has dispositive and voting control of shares, and investment control of warrants, held by Trichome Capital Inc.
2. Delon Human has dispositive and voting control of shares, and investment control of warrants, held by Health Diplomats Pte Ltd.
3. Alexander Massa has dispositive and voting control of shares, and investment control of warrants, held by CRYM Co-Invest LP, Senior Ham Inc and Hungry Asset Monster Inc.
4. Steve Cimini has dispositive and voting control of shares held by Cryocann USA Corp.
5. Patrick Varin has dispositive and voting control of shares, and investment control of warrants, held by 9318-2582 Quebec Inc.

9. Certification:

Date: 7.11.2022

Name of Certifying CEO or CFO: Philip B Mullin

Title: CFO

Signature: /s/ Philip B Mullin

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