

## OTCQB Certification

I, Brian Bonar, CEO of Dalrada Financial 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. Yes
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. Yes
4. The share information below is for the primary OTCQB traded security as of the latest practicable date:

Trading Symbol		<u>DFCO</u>
The data in this chart is as of:		<u>09/30/2022</u>
Shares Authorized	(A)	<u>1,000,000,000</u>
Total Shares Outstanding	(B)	<u>79,987,641</u>
Number of Restricted Shares <sup>1</sup>	(C)	<u>17,351,236</u>
Unrestricted Shares Held by Officers, Directors, 10% Control Persons & Affiliates	(D)	<u>482,194</u>
Public Float: <i>Subtract Lines C and D from Line B</i>	(E)	<u>62,154,211</u>
% Public Float: <i>Line E Divided by Line B (as a %)</i> <sup>2</sup>	(F)	<u>77.70</u>
Number of Beneficial Shareholders of at least 100 shares <sup>3</sup>	(G)	<u>83</u>

<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:

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.)
2/4/2022	2,000,000	900,000	5/4/2023	**	4,757,829	6,000,000	YA II PN, Ltd, C/O Mark Angelo	Loan
3/7/2022	1,000,000	500,000	6/7/2023	**	3,748,022	3,333,333	YA II PN, Ltd, C/O Mark Angelo	Loan
<b>Total Outstanding Balance:</b>		1,500,000	<b>Total Shares:</b>		8,505,851	9,333,333		

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

\*\* the lower of (i) the Fixed Conversion Price, or (ii) 100% of the lowest daily VWAP during the 10 consecutive Trading Days immediately preceding the Conversion Date (the "Variable Conversion Price"). The Conversion Price shall be adjusted from time to time pursuant to the other terms and conditions of this Debenture. At no point will the conversion price be less than \$0.01.

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.

Fletcher Robbe International Attorney at Law  
 600 La Terraza Blvd.  
 Escondido, CA 92025

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.

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".

See Exhibit A

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
Brian Bonar	Rancho Santa Fe, CA	5,570,309 common shares	7.0%
Brian Bonar	Rancho Santa Fe, CA	500,000 warrants	
Brian Bonar	Rancho Santa Fe, CA	5,000 Preferred Series F shares (1)	
Brian Bonar	Rancho Santa Fe, CA	4,537 Preferred Series G shares (2)	
Pauline Gourdie	San Diego, CA	500,000 warrants	
Brian Kendrick	Mission Viejo, CA	500,000 warrants	
Fletcher Robbe	Newport Beach, CA	500,000 warrants	
Anthony Zolezzi	Boca Raton, FL	500,000 warrants	
David J. Bacon	Brooksville, MD	500,000 warrants	
Tom Giles	Fort Worth, Texas	500,000 warrants	
Jose Arrieta	Arlington, VA	500,000 warrants	
Bijan R. Kian	Sam Clement, CA	500,000 warrants	
Kyle McCollum	San Marcos, CA	500,000 warrants	
Kyle McCollum	Sam Marco, CA	1,000,000 options	
Amy Scannell	Alexandria, VA	500,000 warrants	
Vincent Monteparte	San Diego, CA	500,000 warrants	
Harvey Hershkowitz	San Diego, CA	500,000 warrants	
Anuradha Biswas	Bangalore, India	0	
Brian McGoff	Escondido, CA	0	

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

- (1) Each share of Series F Super Preferred Stock shall entitle the holder to equal to the greater of (i) One Hundred Thousand (100,000) votes for each share of Series F Super Preferred Stock or (ii) the number of votes equal to the number of all outstanding shares of Common Stock, plus one additional vote such that the holders of Series F Super Preferred Stock shall always constitute a majority of the voting rights of the Corporation. In any vote or action of the holders of the Series F Super Preferred Stock voting together as a separate class required by law, each share of issued and outstanding Series F Super Preferred Stock shall entitle the holder thereof to one vote per share. The holders of Series F Super Preferred Stock shall vote together with the shares of Common Stock as one class.
- (2) The holders of shares of Series G Convertible Preferred Stock shall have the right to convert each share of Series G Convertible Preferred Stock into 2,177 shares of common stock, par value \$0.01 per share ("Common Stock") of the Corporation at a price equal to \$0.30 per share of Common Stock.

9. Certification:

Date: November 1, 2022

Name of Certifying CEO or CFO: Brian Bonar

Title: CEO

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

**EXHIBIT A**

**Dalrada Financial Corporation**

**OTCQB Certification**

**ITEM 7: Third Party Providers**

---

**1) Public Relations Provider: Promotes our Company**

a) Corporate communications and Lead development.

In house team of PR and Media

b) Independent Contractor Supporting PR:

Katie Shafer  
KTdid Productions  
[Ktdidproductions@gmail.com](mailto:Ktdidproductions@gmail.com)  
9900 Spectrum Drive, Austin TX 78717  
(512) 947-9491

**2) Investor Relations (Performs Social Media promotions)**

a) In house team of marketing and social media advisors.

b) **Dutchess Strategic Advisors LLC.**

Joseph M. Zappulla  
Dutchess Strategic Advisors  
[JZappulla@DutchessCapital.com](mailto:JZappulla@DutchessCapital.com)  
212-681-4100  
212-681-4106 (Fax)  
845-680-0200  
845-642-4285 (Cell)