

## OTCQB Certification

I, CHARLES ROSS, CEO of TEARLACH RESOURCES LIMITED (“the Company”), certify that:

- The Company is registered or required to file periodic reporting with the SEC or is exempt from SEC registration as indicated below:

**REGISTERED or REPORTING WITH THE SEC:**

- Company is registered under Section 12(g) of the Exchange Act  
 Company is reporting under Section 15(d) of the Exchange Act.  
 Company is a bank that reports to a Bank Regulator under Section 12(i) of the Exchange Act  
 Company is reporting under Regulation A (Tier 2)  
 Other (describe) \_\_\_\_\_

**EXEMPT FROM SEC REGISTRATION/NO SEC REPORTING OBLIGATIONS:**

- Company is exempt from registration under Exchange Act Rule 12g3-2(b)  
 Company is a bank that is non-SEC reporting but is current in its reporting to a Banking Regulator  
 Company is reporting under the Alternative Reporting Company Disclosure Guidelines and is otherwise exempt from registration and not required to file periodic reporting

- 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.
- The company is duly organized, validly existing and in good standing under the laws of the state or jurisdiction in which the Company is organized or does business.
- The share information below is for the primary OTCQB traded security as of the latest practicable date:

US Trading Symbol:		<u>TELHF</u>	<u>As of (date):</u>
Shares Authorized	(A)	<u>UNLIMITED</u>	<u>July 31, 2023</u>
Total Shares Outstanding	(B)	<u>88,297,482</u>	<u>July 31, 2023</u>
Number of Restricted Shares <sup>1</sup>	(C)	<u>5,183,460</u>	<u>July 31, 2023</u>
Unrestricted Shares Held by Officers, Directors, 10% Control Persons & Affiliates	(D)	<u>1,655,528</u>	<u>July 31, 2023</u>
Public Float: <i>Subtract Lines C and D from Line B</i>	(E)	<u>81,458,494</u>	<u>July 31, 2023</u>
% Public Float: <i>Line E Divided by Line B (as a %)</i> <sup>2</sup>	(F)	<u>92.25%</u>	<u>July 31, 2023</u>
Number of Beneficial Shareholders of at least 100 shares <sup>3</sup>	(G)	194 registered shareholders holding a minimum	<u>July 31, 2023</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.

		of 100 shares (or more) which one of the registered shareholders is CDS & Co., holding a total of 49,845,115 common shares (56.45% of total issued and outstanding).	
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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. **(If the note is no longer outstanding as of the current date, but was outstanding during the previously described period, the note must still be disclosed in the table below.):**

Check this box to confirm there were no promissory notes, convertible notes, or other convertible debt arrangements issued or outstanding at any point during this period.

Date of Note Issuance	Principal Amount at Issuance (\$)	Outstanding Balance (\$) (include accrued interest)	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 <sup>4</sup>	Name of Noteholder (entities must have individual with voting / investment control disclosed). <sup>5</sup>	Reason for Issuance (e.g., Loan, Services, etc.)
Dec 18, 2020	\$250,000	\$nil	Dec 18, 2022	Convertible at \$0.10 per unit	2,500,000	0	Non-affiliate	Working Capital
<b>Total Outstanding Balance:</b>		\$nil		<b>Total Shares:</b>	2,500,000	0		

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

Each unit contained one common share and one share purchase warrant exercisable at \$0.10 for 2 years from the date of issuance of the warrant. As of August 22, 2023, all of the warrants have been exercised.

6. Disclosure and Administrative Service Providers:

Annual Report Preparation:

<sup>4</sup> 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>5</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.

List any law firm(s) and attorney(s) (including internal counsel) that acted as the Company's primary legal counsel in preparing its most recent annual report. (If no attorney assisted in putting together the disclosure, identify the person(s) who prepared the disclosure and their relationship to the company.)

Firm Name: Clark Wilson LLP  
Address: 900-885 West Georgia Street, Vancouver, BC, V6C 3H1  
Email: [czm@cwilson.com](mailto:czm@cwilson.com)  
Phone Number: (604) 891-7731  
Contact Name: Cam McTavish

Ongoing Disclosure and Administrative Services:

List any other attorney or service provider, if different than the primary legal counsel listed above, that assisted the company during the prior fiscal year on any matter related to preparation of company disclosure documents, corporate actions and activities related to submission of a Form 211 or OTC Markets' Application. **Please include the following items in this list: firm name, firm address, primary contact name and description of services provided.** If none, please state "None."

Brad Wiggins  
Securities Law USA  
Email: [bwiggins@seclawusa.com](mailto:bwiggins@seclawusa.com)  
10 G Street, NE, Suite 600  
Washington, DC. 20002  
Phone Number: (202) 539-8449  
Direct: (661) 713-6843

#### 7. Investor Relations Providers:

The following is a complete list of third-party providers 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, stock promotion, or any other related services to the Company. **Please include the following items in this list: firm name, firm address, primary contact name and description of services provided.** If none, please state "None."

Investor Relations Firm:

Firm Name: Independent Trading Group (ITG) Inc.  
Address: 33 Yonge St, Suite 420, Toronto, ON M5E 1G4.  
Email: [jeffgamble@itg84.com](mailto:jeffgamble@itg84.com)  
Phone Number: 416-774-8975  
Contact Name: Jeff Gamble  
Services: Market Making

Firm Name: LFG Equities Corp.  
Address: 402-9140 LESLIE STREET, RICHMOND HILL, Ontario Canada L4B 0A9  
Email: [info@lfgequities.com](mailto:info@lfgequities.com)  
Phone Number: (514) 651-6929  
Contact Name: Ernest Chuang  
Services: Investor Relations

Firm Name: Financial Star News Inc.  
Address: Suite 1500 – 701 West Georgia St, Vancouver, BC, V7Y 1C6  
Email: [roop@thefinancialstar.com](mailto:roop@thefinancialstar.com)  
Phone: (604) 689-0881  
Contact Name: Roop Mundi  
Services: Investor Relations, marketing, brand awareness.

Firm Name: Lakefront Enterprises Inc.  
Address: 595 Burrard Street, Vancouver, BC, V7X 1J2  
Email: [lakefrontenterprises@mail.com](mailto:lakefrontenterprises@mail.com)  
Phone Number: 250-535-0506  
Contact Name: Matthew Shull  
Services: Investor Relations, marketing, brand awareness.

Firm Name: OGIB Corporate Bulletin  
Address: 660 Queen Road East, North Vancouver, BC, V7N 1H3  
Email: [keith@investingwhisperer.com](mailto:keith@investingwhisperer.com)  
Phone Number: (604) 862-6664  
Contact Name: Keith Schaefer  
Services: Investor Relations, marketing, brand awareness.

Firm Name: Energy and Gold Publishing Ltd  
Address: 702-1280 Richards St, Vancouver BC V6B 1S2  
Email: [armstrongscott85@gmail.com](mailto:armstrongscott85@gmail.com)  
Phone Number: (778) 980-6704  
Contact Name: Scott Armstrong  
Services: Investor Relations, marketing, brand awareness.

Firm Name: Ninja Media LLC  
Address: 172 Center Street, STE 202, Jackson WY, 83001  
Email: [ninja@economicninja.org](mailto:ninja@economicninja.org)  
Phone Number: None Available  
Contact Name: Travis Bajema  
Services: Investor Relations, marketing, brand awareness.

Firm Name: Media 365 LLC dba SmallCap Canada  
Smallcap Canada was engaged by Lakefront Enterprises Inc./Active Cannabis  
Address: Lukesville, Arizona  
Email: [reports@smallcapcanada.com](mailto:reports@smallcapcanada.com)  
Phone Number: None Available  
Contact Name: Seth Cayer  
Services: Investor Relations, marketing, brand awareness.

Firm Name: Heresy Financial LLC  
Heresy Financial LLC was engaged by LFG Equities Corp  
Address: 3818 E Gelding Dr, Phoenix, AZ 85032  
Email Address: [info@heresy.financial.com](mailto:info@heresy.financial.com)  
Phone Number: None Available  
Contact Name: Joseph Brown  
Services: Investor Relations, marketing, brand awareness.

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). 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. If the corporate entity owning 5% or more does not have a person(s) owning or controlling it, provide a note explaining why. For nominee accounts owning 5% or more, provide the name of the 5% beneficial shareholder for this account. If there are no beneficial shareholders of 5% or more behind a nominee account, add a note confirming this.**

Name (First, Last)	Position/company affiliation (ex: CEO, 5% control person)	City and State (And Country if outside US)	Number of Shares Owned (List common, preferred, warrants and options separately)	Class of shares owned	Percentage of Class of Shares Owned (undiluted)
Charles Ross	CEO, Director	Delta, BC, Canada	1,180,000 250,000	Common Shares Options	1.336%
Raymond Strafehl	Director	Kelowna, BC, Canada	100,000 250,000	Common Shares Options	0.113%
W. Joseph Yelder	Director	Courtenay, BC, Canada	218,750 218,750	Common Shares Options	0.248%
John Bean	Director	West Vancouver, BC, Canada	0 250,000	Common Shares Options	0.00%
Lindsay Bottomer	Director	North Vancouver, BC, Canada	121,500 218,750	Common Shares Options	0.138%
David Flint	Director	Reno, Nevada	6,528 100,000	Common Shares Options	0.007%
Julie Selway	VP Exploration	Sudbury, Ontario, Canada	0 200,000	Common Shares Options	0.000%
Kiki Smith	CFO	Vancouver, BC, Canada	28,750 218,750	Common Shares Options	0.033%

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

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9. Certification:

Date: August 22, 2023

Name of Certifying CEO or CFO: CHARLES ROSS

Title: CEO

Signature: "/s/CHARLES ROSS"

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