

OTCQB Certification

I, Ralph R. Valvano, Chief Financial Office of Investview, Inc. (“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>INVU</u>	<u>INVUP</u>
			As of (date): <u>11/15/2023</u>
Shares Authorized	(A)	<u>10,000,000,000</u>	<u>50,000,000</u>
Total Shares Outstanding	(B)	<u>2,333,356,496</u>	<u>252,192</u>
Number of Restricted Shares ¹	(C)	<u>1,504,841,127</u>	<u>0</u>
Unrestricted Shares Held by Officers, Directors, 10% Control Persons & Affiliates	(D)	<u>0</u>	<u>0</u>
Public Float: <i>Subtract Lines C and D from Line B</i>	(E)	<u>828,515,369</u>	<u>252,192</u>
% Public Float: <i>Line E Divided by Line B (as a %)</i> ²	(F)	<u>35.5%</u>	<u>100.0%</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.

Number of Beneficial Shareholders of at least 100 shares ³	(G)	399	208
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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 ⁴	Name of Noteholder (entities must have individual with voting / investment control disclosed). ⁵	Reason for Issuance (e.g., Loan, Services, etc.)
4/27/2020	\$1,300,000	\$1,300,000	4/27/2030	\$0.007 Conversion Rate	0	185,714,286	DBR Capital, LLC/ David B. Rothrock ⁽¹⁾	Loan
5/27/2020	\$700,000	\$700,000	4/27/2030	\$0.007 Conversion Rate	0	100,000,000	DBR Capital, LLC/ David B. Rothrock ⁽²⁾	Loan
11/9/2022	\$1,300,000	\$1,300,000	4/27/2030	\$0.007 Conversion Rate	0	185,714,286	DBR Capital, LLC/ David B. Rothrock ⁽³⁾	Loan
3/30/2021	\$1,550,000	\$1,627,712	9/30/2022	\$0.008 Conversion Rate	0	203,464,000	Joseph Cammarata ⁽⁴⁾	Loan
Total Outstanding Balance:		\$4,927,712	Total Shares:		0	498,178,572		

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

- ⁽¹⁾ On April 27, 2020 we received proceeds of \$1,300,000 from DBR Capital, LLC, an entity controlled by a member of our Board of Directors, and entered into a convertible promissory note. The note is secured by shares held by officers and majority shareholders of the Company. The note bears interest at 20% per annum, payable monthly, and the principal is due and payable on April 27, 2030. Per the original terms of the agreement the note was convertible into common stock at

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.

⁴ 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.

⁵ 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.

a conversion price of \$0.01257 per share, which was amended on November 9, 2020 to reduce the conversion price to \$0.007 per share.

- (2) On May 27, 2020 we received proceeds of \$700,000 from DBR Capital, LLC, an entity controlled by a member of our Board of Directors, and entered into a convertible promissory note. The note is secured by shares held by officers and majority shareholders of the Company. The note bears interest at 20% per annum, payable monthly, and the principal is due and payable on April 27, 2030. Per the original terms of the agreement the note was convertible into common stock at a conversion price of \$0.01257 per share, which was amended on November 9, 2020 to reduce the conversion price to \$0.007 per share.
- (3) On November 9, 2020 we received proceeds of \$1,300,000 from DBR Capital, LLC, an entity controlled by a member of our Board of Directors, and entered into a convertible promissory note. The note is secured by shares held by officers and majority shareholders of the Company. The note bears interest at 25% interest rate per annum and carries a facility fee of 13.5% per annum, payable monthly beginning February 1, 2021, and the principal is due and payable on April 27, 2030. Per the terms of the agreement the note is convertible into common stock at a conversion price of \$0.007 per share.
- (4) Effective March 30, 2021 we restructured a \$1,000,000 promissory note with \$200,000 of accrued interest, along with a \$350,000 short-term advance, with Joseph Cammarata, our then Chief Executive Officer. The new note had a principal balance of \$1,550,000, was given a 5% interest rate, and was convertible at \$0.02 per share. As a result of the fixed conversion price we recorded a beneficial conversion feature and debt discount of \$1,550,000, which was equal to the face value of the note. Effective September 21, 2021 we entered into an amendment to the Cammarata note to extend the due date to September 30, 2022, allow for partial conversions, and change the conversion price to \$0.008 per share. As the terms of the note changed substantially, we accounted for the amendment as an extinguishment and new note. During February 2022, we provided 30 days' notice of our intent to retire and repay the Cammarata Note in cash. Having not timely received a properly executed conversion notice within the proscribed period, and citing certain other damages incurred by us arising from Mr. Cammarata's legal proceedings, on or about March 31, 2022, we tendered to Mr. Cammarata cash payment in full for the Cammarata Note. As of the date of this Report, Mr. Cammarata has not yet accepted our tender of the cash payment, and instead has asserted his entitlement to exercise his right to convert the Cammarata Note into our common shares.

6. Disclosure and Administrative Service Providers:

Annual Report Preparation:

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.)

Stephen Cohen (Partner)
Fox Rothschild LLP
2000 Market Street, 20th Floor
Philadelphia, PA 191030-3222

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."

David McGuire
M2 Compliance
501 East Las Olas Blvd, Ste 300
Fort Lauderdale, Florida 33301

Services include Edgarizing the SEC submissions and distribution of Press Releases

Michael J. Tighe
Global Tax Management, Inc.
656 E. Swedesford Road, Suite 200
Wayne, PA 19087

Tax consulting services

Casey G. Kinchen, CPA
M&K CPAS, PLLC
363 N. Sam Houston Parkway E., Suite 650
Houston, TX 77060

External Auditor

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."

Not Applicable

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)
David B. Rothrock ⁽¹⁾	Chairman	Breingsville, PA	471,428,572 Convertible Notes, 565,000,000 Convertible EMIs 11,466,666 Common	Common	32.11%

			Shares Owned, 50,416,665 Convertible Options		
Brian McMullen ⁽²⁾	Control Person	Las Vegas, NV	290,000,000	Common	12.43%
Ryan Smith ⁽³⁾⁽⁴⁾	Control Person	Kaysville, UT	231,687,355	Common	9.93%
Chad Miller ⁽³⁾⁽⁵⁾	Control Person	Fruit Heights, UT	231,687,355	Common	9.93%
Joseph Hagan ⁽⁶⁾	Control Person	Colts Neck, NJ	203,981,945	Common	8.74%
James R. Bell ⁽⁷⁾	Pres, COO, Director	Newtown Square, PA	10,320,000 Common Shares Owned, 52,500,000 Convertible Options	Common	2.68%
Victor M. Oviedo ⁽⁸⁾	CEO	Miami, FL	20,000,000 Convertible Options	Common	Less than 1%
Jayme L. McWidener ⁽⁹⁾	Chief Accounting Officer	Midvale, UT	13,333,334 Common Shares Owned	Common	Less than 1%
Ralph R. Valvano ⁽¹⁰⁾	CFO	Franklin Lakes, NJ	9,125,000 Convertible Options	Common	Less than 1%
Myles P. Gill ⁽¹¹⁾	Director of Operations	Vero Beach, FL	5,000,000 Convertible Options	Common	Less than 1%

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

(1) David B. Rothrock is deemed to be the beneficial owner of 471,428,572 shares issuable upon the conversion of Convertible Notes in the amount of \$3,300,000 issued to DBR Capital, LLC, because Mr. Rothrock is the sole owner of DBR Capital. As the managing member of MPower Trading Systems, LLC and as part of the acquisition of the operating assets and intellectual property rights of MPower Trading Systems, LLC, Mr. Rothrock is also deemed the beneficial owner of 565 million non-voting membership interests in our wholly owned subsidiary IFGH, which are redeemable in the future for 565 million shares of the Company. Mr. Rothrock also owns 11,466,666 shares and vested options to purchase 50,416,665 shares.

(2) Brian McMullen (5348 Vegas Drive #1342, Las Vegas NV 89108) beneficially owns 90,000,000 shares through an entity he controls, plus 200,000,000 shares owned personally.

(3) CR Capital Holdings, LLC (459 North 300 West, Unit 15, Kaysville, UT 84037) owns 57,374,710 shares of our common stock. As reported on a Schedule 13D/A, Ryan Smith (1836 West Phillip Street, Kaysville, UT 84037) and Chad Miller (287 North Homestead Lane, Fruit Heights, UT 84037) have shared voting and dispositive control of these shares. As a result, Mr. Smith and Mr. Miller are each deemed to beneficially own all of the shares held by CR Capital Holdings LLC.

(4) In addition to the 57,374,710 shares beneficially owned through CR Capital Holdings, LLC, Ryan Smith owns 185,000,000 shares personally.

(5) In addition to the 57,374,710 shares beneficially owned through CR Capital Holdings, LLC, Chad

Miller owns 185,000,000 shares personally.

(6) Joseph Hagan owns 203,981,945 shares through two entities he controls, plus 4,298,671 shares owned personally.

(7) Includes 10,320,000 shares and vested options to purchase 52,500,000 shares.

(8) Includes vested options to purchase 20 million shares.

(9) Ms. McWidener personally owns 13,333,334 shares of common stock.

(10) Includes vested options to purchase 9,125,000 shares.

(11) Includes vested options to purchase 5,000,000 shares.

9. Certification:

Date: 11/26/2023

Name of Certifying CEO or CFO: Ralph Valvano

Title: Chief Financial Officer

Signature: /s/ Ralph Valvano

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