

Management Certification

The undersigned, on behalf of SINCERITY APPLIED MATERIALS HOLDINGS CORP. ("the Company"), certifies that the information provided herein is accurate and complete to the best of the Company's knowledge.

1. The Company publishes disclosure pursuant to the following obligation (select one):

SEC REPORTING OBLIGATION:

- The Company has a reporting obligation under Section 13 or 15(d) of the Exchange Act
- The Company has a reporting obligation under Regulation A (Tier 2)
- The Company has a reporting obligation under Regulation Crowdfunding (CF)
- Other (describe) _____

EXEMPT FROM SEC REGISTRATION/NO SEC REPORTING OBLIGATION:

- The Company is exempt from SEC registration and has a reporting obligation to a U.S. Bank Regulator
- The Company is exempt from SEC Registration and is reporting under the Alternative Reporting Standard

The Company is current in its reporting obligation as indicated above.

2. Indicate below whether the Company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 of the Exchange Act of 1934):

Yes: No:

3. Indicate below whether the Company is subject to Bankruptcy or reorganization proceedings.

Yes: No:

4. The Company has a Verified Company Profile on OTCMarkets.com.
5. The Company is duly organized and in good standing under the laws of the state or jurisdiction in which the Company is organized or does business.
6. The Company understands and acknowledges its obligations to report company-related actions pursuant to Exchange Act Rule 10b-17 and FINRA Rule 6490.
7. The Company understands and acknowledges its obligations to publicly disclose material information in a timely manner in accordance with applicable U.S. federal securities laws, including but not limited to Section 10(b) of the Exchange Act and Rule 10b-5 thereunder.
8. The Company's transfer agent and its address are listed below. If the Company acts as its own transfer agent, indicate that by listing the Company and its information in the fields provided.¹

Transfer Agent: VStock Transfer, LLC

Address: 18 Lafayette Place, Woodmere, New York, 11598

¹ OTCQX and OTCQB companies are required to retain a transfer agent that participates in the Transfer Agent Verified Shares Program.

9. The Company's most recent Annual Report was prepared by:

Below is a list all 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 or, if no attorney assisted in preparing the disclosure, the person(s) who prepared the disclosure and their relationship to the Company.

Name: Christopher Lim
 Title: CFO
 Relationship to Issuer: CFO
 Chartered Accountants Australia & New Zealand

Name: Peter Wang
 Title: Treasurer & Accountant
 Relationship to Issuer: Accounting Service Provider

10. The Company's Officers, Directors and 5% Control Persons are listed below:

The table below provides information regarding all officers and directors of the Company, or any person that performs a similar function, regardless of the number of shares they own. To the best of the Company's knowledge, it includes all individuals or entities beneficially owning 5% or more of any class of the issuer's equity securities. To identify holders of 5% or more, companies may obtain a recent copy of their shareholder list that includes Non-Objecting Beneficial Owners or "NOBOs." SEC Reporting companies may also research their beneficial ownership and insider transaction filings such as on Schedules 13G or 13D or on Forms 3, 4, and 5.

As of (latest practicable date): Mar 26, 2025

Individual Name (First, Last) or Entity Name (Include names of control person(s) if a corporate entity)	Position/Company Affiliation (ex: CEO, 5% Control person)	City and State (Include Country if outside U.S.)	Number of Shares Owned (List common, preferred, warrants and options separately)	Class of Shares Owned	Percentage of Class of Shares Owned (undiluted)
Yiwen Zhang	CEO	South Yarra, Melbourne, Australia	Nil	N/A	N/A
Christopher Lim	CFO	Templestowe, Melbourne, Australia	Nil	N/A	N/A
MF & HP Pty Ltd ATF Zhang Family Trust	Owner of more than 5%	South Yarra, Melbourne, Australia	393,491,165	Common	24.94%
MF & HP Pty Ltd ATF Zhang Family Trust	Owner of More than 5%	South Yarra, Melbourne, Australia	9,940,000	Preferred A	99.40%
Simon Rees	COO	Walkerville, Adelaide, Australia	Nil	N/A	N/A

Any additional material details, including conversion terms of any class of the issuer's equity securities, are below:

N/A

11. The Company has Convertible Debt as detailed below:

The following is a complete list of the Company's Convertible Debt which includes all promissory notes, convertible notes, convertible debentures, or any other debt instruments convertible into a class of the issuer's equity securities. The table includes all issued or outstanding convertible debt at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this Certification.

Check this box to confirm the Company had no Convertible Debt 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 ²	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)
April 6, 2022	\$120,000	0	April 6, 2023	60% of the lowest trading price for the twenty prior trading days	256,036,806	0	Ahron Fraiman of ONE44 CAPITAL, LLC	Working capital
May 4, 2022	\$68,750	0	May 4, 2023	65% of the lowest trading price for the twenty prior trading days	124,954,733	0	Curt Kramer of 1800 DIAGONAL LENDING LLC	Working capital
June 17, 2022	\$54,250	0	June 17, 2023	65% of the lowest trading price for the twenty prior trading days	192,611,258	0	Curt Kramer of 1800 DIAGONAL LENDING LLC	Working capital
Total Outstanding Balance:		0		Total Shares:	573,602,797	0		

Any additional material details, including footnotes to the table are below :

On August 20, 2020, SINC has entered into a stock purchase agreement with Simcor (Jiangsu) Materials Technology Ltd ("SMTL"):

² 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.

- (a) Ms Leping ZHANG (sole director and shareholder of SMTL) will sell her 100% shareholding with 2m ordinary shares to SINC for a consideration of US\$2.5m.
- (b) SMTL will issue and sell to SINC 5m ordinary shares for a consideration of US\$4.5m.

The Group has issued a USD7m promissory note to the shareholder of SMTL and assigned the debt to Infinity Fund LLC for the same amount of USD7 million subject to the granting of Section 3(a)(10) of the Securities Act of 1933.

Infinity Fund Canada Ltd (being a Company duly registered under the laws of QUEBEC, CANADA with registered number 1274538-1 and having its registered address at 50 Boulevard Saint-Charles, STE: 26774, Beaconsfield, Quebec H9W 5J9) and Infinity Fund LLC (Wyoming Company with Registration Number 2015-000681512 and having its registered address at 30 N Gould St. STE N, Sheridan, WY 82801) transferred certain shares held by them to Jackson Rees of Nebula Fund Pty Ltd (being a Company duly registered under the laws of the AUSTRALIA with registered number 675 440 105 and having its registered address at 14 Wilsden Street, Walkerville, SA, 5081, Australia).

The following shall comprise the Shares:

Company Name	Number of Shares	Class of Shares	Face Value	% Paid Up	Those Securities Numbered
Sincerity Applied Material Holdings	1,052,000	Common	\$115,614	100%	Book
Sincerity Applied Material Holdings	3(a)10 Note	Common	\$9,147,611	100%	In TA Book

Signature:

Name of Principal Executive Officer or Principal Financial Officer: Yiwen Zhang

Title: CEO

Date: Mar 30th, 2025

Signature: /s/ Yiwen Zhang

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