

OTCQB Certification

I, [Judy Krandel], [CFO] of [Recruiter.com Group, 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 Profile displayed on www.otcmarkets.com is current and complete as of 5-16-21 and includes the total shares outstanding, authorized, and in the public float as of that date.
4. The share information below is for the primary OTCQB traded security as of the latest practicable date:

Trading Symbol		<u>RCRT</u>
The data in this chart is as of:		<u>5/7/21</u>
Shares Authorized	(A)	<u>250000000</u>
Total Shares Outstanding	(B)	<u>8481967</u>
Number of Restricted Shares (SEE NOTE 1 BELOW)	(C)	<u>57589055</u>
Unrestricted Shares Held by Officers, Directors, 10% Control Persons & Affiliates	(D)	<u>250000</u>
Public Float: <i>Subtract Lines C and D from Line B</i>	(E)	<u>2473012</u>
% Public Float: <i>Line E Divided by Line B (as a %)</i> (SEE NOTE 2 BELOW)	(F)	<u>29.2%</u>
Number of Beneficial Shareholders of at least 100 shares (SEE NOTE 3 BELOW)	(G)	<u>440</u>

NOTE 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.

NOTE 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.

NOTE 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. 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.

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.

Max Lindendeld and Steven Lipstein of Lucoskly Brookman
Michael Harris of Nason Yaeger

7. The following is a complete list of third party providers, including names and addresses, 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.

RedChip, Dave Gentry, 431 E. Horatio Ave., Suite #100, Maitland, FL 32751
Assist with investor introductions, press releases, investor presentations
Srax,Randy Ferrellm 2629 Townsgate Rd, Suite 215, Westlake, CA 91361

8. 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	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	Name of Noteholder (entities must have individual with voting / investment control disclosed). ¹	Reason for Issuance (e.g. Loan, Services, etc.)
PLEASE SEE ATTACHED TABLE								

¹ 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.

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

9. Officers, Directors and 5% Control Persons

The following is a complete list of Officers, Directors and 5% Control Persons (control persons are beneficial owners five percent (5%) or more of any class of the issuer's equity securities), including name, address, and number of shares owned. Options and 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	City and State (and Country if outside US)	Number of Shares Owned (list common, warrants and options separately)	Percentage of Class of Shares Owned
See attached			

10. Certification

Date: 5/11/21

Name of Certifying CEO or CFO: Judy Krandel

Title: CFO

Signature: /s/Judy Krandel

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

OTC Certification Backup

Convertible Debentures

Date of Note Issuance	Outstanding Balance	Principal Amount	Interest	Maturity	Conversion	# of Shares Converted	Name of Noteholders	Reason For Issuance
	5/10/21	at Issuance	Accrued	Date	Terms	To Date		
43979	\$2,505,375	\$2,953,125	\$22,270	5/28/22	\$1.60/share	279,844	See A below	bridge financing for operations
44201	\$562,500	\$562,500	\$5,000	1/5/22	\$1.60/share		See B Below	bridge financing for operations
44216	\$2,520,484	\$2,520,484	\$22,404	1/22/22	\$1.60/share		See C below	bridge financing for operations

A	B	C
Cavalry Fund I LP	GPL Ventures LLC	Cavalry Fund I LP
L1 Capital Global Opportunities		
Master Fund	Porter Partners, L.P.	Briarcliffk LLC
Patrick C. Sunseri		Thomas Kelban
Robert F. Hannon		Jeb Bowden
Charles M. Ellingburg		John S. Paulsen
William B. Stilley III		John Nash
Eric M. Bliss		David Dent
Article 4th Trust		GHS Investments LLC
David Bliss		Michael Kersch

Joel Yanowitz & Amy B.
Metzebaum Revocable Trust
UTA 7/22/03
Robert Kantor

Ryan Wong
Catherine Lukens

JSS Investments, GP
Cheryl Hintzen
TANSTAAFL Research & Trading
LLC
Northlea Partners LLLP
David Palmer
John S. Paulsen
Frank Grillo

Generation Capital Leverage LLC
Whitmore Investments LLC
John C. Schleyer
Thomas R. Kaplan
Ronald D. & Veronica A. Carli
Bespoke Growth Partners Inc.
David Fenton
Donald Rogers & Maria
Hoksbergen
Clayton Struve
Horberg Enterprises LP
Maria Molinsky
Meesha Investments LLC
Andrew Smukler
Blue Clay Capital Master Fund
Ltd.
Deane A. Gilliam 2017
Irrevocable Family Trust

Richard W. Baskerville
Living Trust
Puritan Partners LLC
The Nicholas & Paddi Arthur
Family Trust
Guevoura Fund Ltd.
Tanstaaf Research &
Trading LLC
David Palmer
Firstfire Global
Opportunities Fund LLC
Robert Hannon
Michael J. Calise

Proactive Capital Partners LP
GHS Investments LLC
PCG Holdings, Inc.
S.C. Recovery LLC
BriarcliffK LLC
Gaurav Kohli
Dean Brtting
Thomas Kleban
FirstFire Global Opportunities
Fund LLC

						Total Options 2,314,258
Officers, Directors, 5% holders						
Name	Address	# Commo Owned	# Options Owned	Percentage of Common Class Onwed	Percentage of Option Class Owned	
Evan Sohn	New York, NY	505,545	520,129	5.6%	22.5%	
Miles Jennings	Hartford, CT	794,457	40,298	8.6%	1.7%	
Ashley Saddul	Mauritius	379,966	17,024	4.3%	0.7%	
Rick Roberts	Houston, TX	220,713	25,536	2.5%	1.1%	
Judy Krandel	Houston, TX	0	26,087	0.0%	1.1%	
Tim O'Rourke	Houston, TX	754,600	31,780	0.0%	1.4%	
Douglas Roth	Hartford CT	0	44,280	0.0%	1.9%	
Wallace Ruiz	Little Rock, AK	0	44,280	0.0%	1.9%	
Deborah Leff	New York, NY	0	18,750	0.0%	0.8%	

Robert Heath	San Francisco, CA	0	4,167	0.0%	0.2%
Steve Pemberton	Boston, MA	0	4,167	0.0%	0.2%
Icon Information Consultants LP	Houston TX	754,600	0	8.2%	0.0%
Michael Woloshin	New York, NY	444,765	0	5.0%	0.0%
Calvary Fund I L.P.	New York, NY	833730	0	8.9%	0.0%
L-1 Capital Global Opportunities Master Fund	New York, NY	853,000	0	9.1%	0.0%
Joe Abrams	San Francisco, CA	851,980	0	100.0%	0.0%