

OTCQB Certification

I, Marlis Yassin, CFO of District Metals Corp. (“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 with the SEC

- 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>DMXCF</u>	<u>As of (date):</u>
Shares Authorized	(A)	<u>Unlimited</u>	<u>November 28, 2024</u>
Total Shares Outstanding	(B)	<u>130,565,877</u>	<u>November 28, 2024</u>
Number of Restricted Shares ¹	(C)	<u>39,516</u>	<u>November 28, 2024</u>
Unrestricted Shares Held by Officers, Directors, 10% Control Persons & Affiliates	(D)	<u>5,082,000</u>	<u>November 28, 2024</u>
Public Float: <i>Subtract Lines C and D from Line B</i>	(E)	<u>125,444,361</u>	<u>November 28, 2024</u>
% Public Float: <i>Line E Divided by Line B (as a %)</i> ²	(F)	<u>96.1%</u>	<u>November 28, 2024</u>
Number of Beneficial Shareholders of at least 100 shares ³	(G)	<u>>468</u>	<u>November 28, 2024</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.

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. 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.)

Total Outstanding Balance:

Total Shares:

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

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.)

Management prepared the company’s most recent annual financials.

Canadian legal counsel:

Cassels Brock & Blackwell LLP
 Suite 2200 - 885 West Georgia Street,
 Vancouver, BC V6E 3E8
 Email: scole@cassels.com

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.

Swedish legal counsel:

Wahlin Advokater
Nybrogatan 39,
114 396 Stockholm, Sweden
Email: peter.dyer@wahlinlaw.se

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."

Sentinel Corporate Services Inc. (administrative and accounting consulting)
918 – 1030 West Georgia Street, Vancouver, BC, V6E 2Y3
Email: myassin@sentinelcorp.ca

Freja Ekonomi (administrative and accounting consulting)
Sollentunavägen 80
191 40 Sollentuna, Sweden
Email: katarina@frejaekonomi.se

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."

1352245 BC Ltd. (dba Discovery Group Services) (Consulting, marketing advisory services)
Rita Bennett
1020 – 800 West Pender Street, Vancouver, BC V6C 2V6

Clear Creek Digital 2024 (Marketing – podcast)
Trevor Hall
3155 Wright Ct, Wheat Ridge CO 80215 USA

Caesar Holdings BVBA (Website sponsorship)
Thibaut Lepouttre
Grintweg 18A, B-8600 Diksmuide Belgium

Quantum Ventures SEZC - The New Money (Marketing consulting)
Greg Wallis
69 Fort Street PO Box 31726, George Town Grand Cayman, Cayman Islands KY1-1207

Junior Mining Network (Marketing)
Ted DeMatties Jr.
130 - 600 Inwood Avenue N., St. Paul, MN 55128 USA

C Fleck and Associates Inc. - KER Korelin Economics Report (Marketing – podcast)
4875 Prince Edward Street, Vancouver BC V5V3Z1
Cory Fleck

N/A

9. Certification:

Date: December 3, 2024

Name of Certifying CEO or CFO: Marlis Yassin

Title: CFO & Corporate Secretary

Signature: "/s/ Marlis Yassin"

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

Attachment to OTCQB Certification for District Metals Corp.

Name	Position/Company affiliation (ex: CEO, 5% control person)	City and State (and Country if outside US)	Number and Class of Shares Owned (List common, preferred, warrants and options separately)	Percentage of Class of Shares Owned (undiluted)
Garrett Paul Ainsworth	President, CEO & Director	Kelowna, British Columbia, Canada	Common Shares: 3,340,000 Options: 3,650,000 Warrants: 15,000	2.56% 2.80% 0.01%
Marlis Yassin	CFO	North Vancouver, British Columbia, Canada	Common Shares: 50,000 Options: 990,000 Warrants: Nil	0.04% 0.76% Nil
Joanna Cameron	Director	Richmond, British Columbia, Canada	Common Shares: 280,000 Options: 1,200,000 Warrants: 15,000	0.21% 0.92% 0.01%
Douglas Ramshaw	Director	Calgary, Alberta, Canada	Common Shares: 1,382,000 Options: 1,250,000 Warrants: 90,000	1.06% 0.96% 0.07%
Jonathan Challis	Director	Sevenoaks, Kent, United Kingdom	Common Shares: 30,000 Options: 1,250,000 Warrants: 15,000	0.02% 0.96% 0.01%
MMCAP International Securities	Over 5% control person	Toronto, Canada	Common Shares: 8,531,927 Warrants: 7,827,500	6.53% 6.00%

- MMCAP International Inc. SPC (“**MMCAP**”) is an investment fund advised by MM Asset. MM Asset exercises control or direction, but not ownership, over all of the securities referred to above, over which it has discretionary trading authority. MM Asset specifically disclaims any beneficial ownership of the securities.