

## OTCQB Certification

I, [Antonio Estrada Jr.], [CFO] of [Digerati Technologies, 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](http://www.otcmarkets.com) is current and complete as of [December 13, 2021] 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>OTCQB: DTGI</u>
The data in this chart is as of:		<u>12/13/21</u>
Shares Authorized	(A)	<u>500,000,000</u>
Total Shares Outstanding	(B)	<u>139,138,039</u>
Number of Restricted Shares (SEE NOTE 1 BELOW)	(C)	<u>31,359,128</u>
Unrestricted Shares Held by Officers, Directors, 10% Control Persons & Affiliates	(D)	<u>-0-</u>
Public Float: <i>Subtract Lines C and D from Line B</i>	(E)	<u>107,778,911</u>
% Public Float: <i>Line E Divided by Line B (as a %)</i> (SEE NOTE 2 BELOW)	(F)	<u>77.46%</u>
Number of Beneficial Shareholders of at least 100 shares (SEE NOTE 3 BELOW)	(G)	<u>341</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.

Primary Legal Counsel:

Lucosky Brookman

Contact: Joseph Lucosky & Steven Lipstein

P: (732) 395-4400

101 Wood Avenue South

Woodbridge, New Jersey 08830

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.

The Eversull Group

Contact: Jack Eversull

P:(214) 469-1752

7229 Oakmont Drive

Frisco, TX 75034

Hayden IR

Contact: Stephen Hart

P: (917) 658-7878

10 Times Square

1441 Broadway, Suite 5013

New York, New York 1001

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). <sup>1</sup>	Reason for Issuance (e.g. Loan, Services, etc.)

<sup>1</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.

							SEE EXHIBIT "A"	
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Use the space below to provide any additional details, including footnotes to the table above:

SEE ATTACHED EXHIBIT "A"

#### 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
Arthur L. Smith	San Antonio, Texas	11,453,804	8.23% (1)
Arthur L. Smith	San Antonio, Texas	1,460,000	Stock Options (2)
Antonio Estrada Jr.	San Antonio, Texas	10,087,936	7.25% (1)
Antonio Estrada Jr.	San Antonio, Texas	1,364,444	Stock Options (2)
Craig K. Clement	San Antonio, Texas	9,735,794	7.00% (1)
Craig K. Clement	San Antonio, Texas	1,220,000	Stock Options (2)
Maxwell A. Polinsky	Winnipeg, Canada	81,594	Less than 1%
Maxwell A. Polinsky	Winnipeg, Canada	616,666	Stock Options (2)
Post Road Special Opportunity Fund II LP, Attn: Michael Bogdan and Kevin C. Smith (the "Managing Partners")	2 LANDMARK SQUARE, SUITE 207. STAMFORD CT 06901	34,778,273	Warrants (3)
Post Road Special Opportunity Fund II Offshore LP, Attn: Michael Bogdan and Kevin C. Smith (the "Managing Partners")	2 LANDMARK SQUARE, SUITE 207. STAMFORD CT 06901	11,174,485	Warrants (3)
		(1) Based on 139,138,039 shares of Common Stock outstanding as of December 13, 2021.	
		(2) Based on 4,661,110 vested stock options as of December 13, 2021 for all officers and directors.	
		(3) Represents twenty-five percent (25%) of the Company's shares that are currently outstanding including the shares issuable to	

		<p>Post Road Special Opportunity Fund II LP (the “PRG Fund”) and Post Road Special Opportunity Fund II Offshore LP (the “PRF Offshore Fund”) pursuant to the exercise of the warrant first issued to the PRG Fund on November 17, 2020. The 107,701,179 warrant shares that PRG Fund reported it owned in the Schedule 13D it filed on November 27, 2020 (as amended on March 17, 2021 to reflect a transfer of 24.32% of the warrant to the PRF Offshore Fund as a result of which a new warrant was issued (the “New Warrant”) for the other 75.68% of the original warrant and as amended on July 13, 2021 to reflect a transfer of 13.19% of the New Warrant to the PRF Offshore Fund. The PRG Fund owns a warrant for 65.7% of the original amount and the PRF Offshore Fund owns a warrant for 34.3% of the original amount) represents twenty-five percent (25%) of the total shares of Common Stock, calculated on a fully diluted basis, which assumes future share issuances that are not certain or not yet contractually obligated to be issued. In addition, twenty-five percent (25%) of the 107,701,179 warrant shares are not yet vested and subject to forfeiture if the Company achieves certain performance targets which, if achieved, would result in the warrant being exercisable into twenty percent (20%) of the Common Stock, calculated on a fully-diluted basis as described above. If the minority stockholders of T3 Nevada convert their T3 Nevada shares into shares of the Common Stock, the number of shares into which the warrant may be exercised would also be decreased such that, if the Company also achieves certain performance targets, the warrant would be exercisable into fifteen percent (15%) of the Common Stock, calculated on a fully-diluted basis as described above. T3</p>	
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		Nevada's minority stockholders have an obligation to (and may not otherwise) convert their T3 Nevada shares into shares of the Common Stock upon being asked to do so by the Company at any time after our Common Stock has a current market price of \$1.50 or more per share for 20 consecutive trading days.	
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10. Certification

Date: December 13, 2021

Name of Certifying CEO or CFO: Antonio Estrada Jr.

Title: CFO

Signature: /s/ Antonio Estrada Jr.

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

**Exhibit "A"**

**8 Convertible Debt**

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$ (As of 12/13/21)	Maturity Date	Conversion Terms	# Shares Converted to Date	Name of Noteholder	Reason for Issuance
July 27, 2020	\$ 355,000.00	\$ 275,000.00	\$ 31,415	January 31, 2022	<b>Conversion No. 1:</b>	-	LGH Investments, LLC, Attn: Lucas Hoppel	Working Capital
April 15, 2021	\$ 113,000.00	\$ 113,000.00	\$ 4,928	January 15, 2022	<b>Conversion No. 2:</b>	-	Lucas Ventures, LLC., Attn Lucas Hoppel	Working Capital
October 13, 2020	\$ 165,000.00	\$ 330,000.00	\$ 17,313	December 15, 2021	<b>Conversion No. 3:</b>	-	Platinum Point Capital LLC., Attn: Brian Freifeld	Working Capital
January 13, 2021	\$ 80,235.00	\$ 80,235.00	\$ 4,800	February 17, 2022	<b>Conversion No. 4:</b>	-	Platinum Point Capital LLC., Attn: Brian Freifeld	Working Capital
February 17, 2021	\$ 175,000.00	\$ 175,000.00	\$ 9,819	February 17, 2022	<b>Conversion No. 4:</b>	-	Platinum Point Capital LLC., Attn: Brian Freifeld	Working Capital
January 27, 2021	\$ 250,000.00	\$ 250,000.00	\$ 15,178	January 27, 2022	<b>Conversion No. 5:</b>		Tysadco Partners, LLC., Attn: Stephen Hart	Working Capital
April 14, 2021	\$ 250,000.00	\$ 250,000.00	\$ 10,958	April 14, 2022	<b>Conversion No. 5:</b>	-	Tysadco Partners, LLC., Attn: Stephen Hart	Working Capital
August 31, 2021	\$ 75,000.00	\$ 75,000.00	\$ 1,002	August 31, 2022	<b>Conversion No. 5:</b>	-	Tysadco Partners, LLC., Attn: Stephen Hart	Working Capital
September 29, 2021	\$ 75,000.00	\$ 75,000.00	\$ 526	September 29, 2022	<b>Conversion No. 5:</b>	-	Tysadco Partners, LLC., Attn: Stephen Hart	Working Capital
October 22, 2021	\$ 150,000.00	\$ 150,000.00	\$ 295	October 22, 2022	<b>Conversion No. 5:</b>	-	Tysadco Partners, LLC., Attn: Stephen Hart	Working Capital

**Conversion No.1:** Until the earlier of 6 months or the Company listing on Nasdaq or NYSE American, the Holder shall be entitled to convert any portion of the outstanding and unpaid Conversion Amount into fully paid and nonassessable shares of common Stock the Note Conversion Price shall equal the greater of \$0.05 (five) cents or 25% discount to up-listing price or offering/underwriting price concurrent with the Company listing on Nasdaq or NYSE American., subject to adjustment as provided in this Note. If an Event of Default occurs, the Conversion Price shall be the lesser of (a). \$0.05 (five) cents or (b). 75% of the lowest traded price in the prior fifteen trading days immediately preceding the Notice of Conversion.

**Conversion No.2:** Until the earlier of 6 months or the Company listing on Nasdaq or NYSE American, the Holder shall be entitled to convert any portion of the outstanding and unpaid Conversion Amount into fully paid and nonassessable shares of Common Stock. The Note Conversion Price shall equal the greater of \$0.15 (fifteen) cents or 25% discount to up-listing price or offering/underwriting price concurrent with the Company listing on Nasdaq or NYSE American., subject to adjustment as provided in the Note. If an Event of Default occurs, the Conversion Price shall be the lesser of (a). \$0.15 (fifteen) cents or (b). seventy-five percent (75%) of the lowest traded price in the prior fifteen (15) consecutive trading day period ending on the trading day immediately prior to the applicable conversion date (the "Variable Conversion Price").

**Conversion No. 3:** The Holder shall have the right at any time on or after six (6) months from the Issue Date to convert any portion of the outstanding and unpaid principal balance into fully paid and nonassessable shares of Common Stock. The Note Conversion Price shall equal (1) \$0.05 (five) cents provided however that in the event the Borrower fails to complete the acquisition of Nexogy, Inc., the Conversion Price shall equal (2) the Variable Conversion Price (as defined herein) (subject to equitable adjustments for stock splits, stock dividends or rights offerings by the Borrower relating to the Borrower's securities or the securities of any subsidiary of the Borrower, combinations, recapitalization, reclassifications, extraordinary distributions and similar events). The "Variable Conversion Price" shall mean eighty-five percent (85%) multiplied by the Market Price (as defined herein) (representing a discount rate of fifteen percent (15%)). "Market Price" means the lowest Trading Price for the Common Stock during the ten (10) Trading Day period ending on the latest complete Trading Day prior to the Conversion Date.

**Conversion No. 4:** Until the earlier of 6 months or the Company listing on Nasdaq or NYSE American, the Holder shall be entitled to convert any portion of the outstanding and unpaid Conversion Amount into fully paid and nonassessable shares of Common Stock the Note Conversion Price shall equal the greater of \$0.05 (five) cents or seventy-five percent (75%) of the lowest daily volume weighted average price ("VWAP") over the ten (10) consecutive trading day period ending on the trading day immediately prior to the applicable conversion date (the "Variable Conversion Price"); provided, however, that the Holder shall, in its sole discretion, be able to convert any amounts due hereunder at a twenty-five percent (25%) discount to the per share price of the Qualified Uplisting Financing of over \$4MM. If, no later than December 31, 2021, the Borrower shall fail to uplist to any tier of the NASDAQ Stock Market, the New York Stock Exchange or the NYSE MKT, the conversion price under the Note (and the Exchange Note) will be adjusted to equal the lesser of (i) \$0.05 per share; or (ii) seventy-five percent (75%) of the lowest VWAP (as defined in the Note and Exchange Note) in the preceding twenty (20) consecutive Trading Days.

**Conversion No. 5:** The Holder may elect to convert up to 100% of the principal amount outstanding and any accrued interest on the Note into Common Stock at any time after 180 days of funding the Note. The Conversion Price shall be the greater of \$0.05 or 75% of the lowest daily volume weighted average price ("VWAP") for the ten (10) trading day period immediately preceding the conversion date. The Holder shall, in its sole discretion, be able to convert any amounts due hereunder at a twenty-five percent (25%) discount to the per share price of the Qualified Uplisting Financing.