

OTCQB Certification

I, Danny Meeks, Chief Executive Officer of Greenwave Technology Solutions, 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 January 24, 2022 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>MSRT</u>
The data in this chart is as of:		<u>January 24, 2022</u>
Shares Authorized	(A)	<u>1,200,000,000</u>
Total Shares Outstanding	(B)	<u>994,871,337</u>
Number of Restricted Shares (SEE NOTE 1 BELOW)	(C)	<u>526,945,702</u>
Unrestricted Shares Held by Officers, Directors, 10% Control Persons & Affiliates	(D)	<u>12,495,258</u>
Public Float: <i>Subtract Lines C and D from Line B</i>	(E)	<u>455,430,377</u>
% Public Float: <i>Line E Divided by Line B (as a %)</i> (SEE NOTE 2 BELOW)	(F)	<u>45.78%</u>
Number of Beneficial Shareholders of at least 100 shares (SEE NOTE 3 BELOW)	(G)	<u>20,000+</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 Delaware 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.

Mitchell Silberberg & Knupp LLP

Andrea Cataneo

Kirill Nikonov

Steven Oh

Anup Khatri

Pryor Cashman LLP

M. Ali Panjwani

Eric Wisotsky

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.

SmallCapVoice.com, Inc.

Stuart Smith

202 Walton Way, #192

Cedar Park, TX 78613

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.)
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:

See attached table

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
Danny Meeks	Portsmouth, VA	507,495,258 shares of common stock	80.06%
Danny Meeks	Portsmouth, VA	95,256,766 shares underlying convertible debt	80.06%
Danny Meeks	Portsmouth, VA	95,256,766 shares underlying warrants	80.06%
Danny Meeks	Portsmouth, VA	98,492,262 shares underlying Series Z preferred shares	80.06%

10. Certification

Date: January 24, 2022

Name of Certifying CEO or CFO: Danny Meeks

Title: Chief Executive Officer

Signature: /s/ Danny Meeks

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

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 / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
11/30/21	\$2,146,895.95	\$2,127,659.57	\$19,236.37	5/30/22	\$0.05/share	-	Anson Investment Master Fund LP ⁽³⁾	November 2021 Private Placement
11/30/21	\$1,073,447.97	\$1,063,829.79	\$9,618.19	5/30/22	\$0.05/share	-	Iroquois Master Fund Ltd. ⁽⁴⁾	November 2021 Private Placement
11/30/21	\$536,723.99	\$531,914.89	\$4,809.09	5/30/22	\$0.05/share	-	Iroquois Capital Investment Group LLC ⁽⁵⁾	November 2021 Private Placement
11/30/21	\$3,220,343.92	\$3,191,489.36	\$28,854.56	5/30/22	\$0.05/share	-	Hudson Bay Master Fund Ltd. ⁽⁶⁾	November 2021 Private Placement
11/30/21	\$1,610,171.96	\$1,595,744.68	\$14,427.28	5/30/22	\$0.05/share	-	L1 Capital Global Opportunities Master Fund ⁽⁷⁾	November 2021 Private Placement
11/30/21	\$107,344.80	\$106,382.98	\$961.82	5/30/22	\$0.05/share	-	Intracoastal Capital, LLC ⁽⁸⁾	November 2021 Private Placement
11/30/21	\$569,596.23	\$564,492.60	\$5,103.63	5/30/22	\$0.05/share	-	Arena Special Opportunities Fund, LP ⁽⁹⁾	November 2021 Private Placement
11/30/21	\$1,244,257.89	\$1,233,109.23	\$11,148.66	5/30/22	\$0.05/share	-	Arena Special Opportunities Partners I, LP ⁽¹⁰⁾	November 2021 Private Placement
11/30/21	\$3,553,385.75	\$3,521,547.11	\$31,838.65	5/30/22	\$0.05/share	-	Arena Special Opportunities Partners II, LP ⁽¹¹⁾	November 2021 Private Placement
11/30/21	\$3,220,343.92	\$3,191,489.36	\$28,854.56	5/30/22	\$0.05/share	-	Sabby Volatility Warrant Master Fund, Ltd. ⁽¹²⁾	November 2021 Private Placement
11/30/21	\$268,361.99	\$265,957.45	\$2,404.55	5/30/22	\$0.05/share	-	Kingsbrook Opportunities Master Fund LP ⁽¹³⁾	November 2021 Private Placement
11/30/21	\$1,610,171.96	\$1,595,744.68	\$14,427.28	5/30/22	\$0.05/share	-	3i, LP ⁽¹⁴⁾	November 2021 Private Placement
11/30/21	\$1,044,677.42	\$1,035,317.02	\$9,360.40	5/30/22	\$0.05/share	-	Empery Tax Efficient, LP ⁽¹⁵⁾	November 2021 Private Placement

11/30/21	\$2,415,257.94	\$2,393,617.02	\$21,640.92	5/30/22	\$0.05/share	-	Empery Debt Opportunity Fund, LP ⁽¹⁶⁾	November 2021 Private Placement
11/30/21	\$1,907,304.51	\$1,890,214.89	\$17,089.61	5/30/22	\$0.05/share	-	Empery Asset Master, LTD ⁽¹⁷⁾	November 2021 Private Placement
11/30/21	\$268,361.99	\$265,957.45	\$2,404.55	5/30/22	\$0.05/share	-	Sixth Borough Capital Fund, LP ⁽¹⁸⁾	November 2021 Private Placement
11/30/21	\$1,073,447.97	\$1,063,829.79	\$9,618.19	5/30/22	\$0.05/share	-	Brio Capital Master Fund, Ltd. ⁽¹⁹⁾	November 2021 Private Placement
11/30/21	\$161,017.20	\$159,574.47	\$1,442.73	5/30/22	\$0.05/share	-	Richard Molinsky	November 2021 Private Placement
11/30/21	\$644,068.78	\$638,297.87	\$5,770.91	5/30/22	\$0.05/share	-	32 Entertainment LLC ⁽²⁰⁾	November 2021 Private Placement
11/30/21	\$1,073,447.97	\$1,063,829.79	\$9,618.19	5/30/22	\$0.05/share	-	Gregory Castaldo	November 2021 Private Placement
11/30/21	\$1,073,447.97	\$1,063,829.79	\$9,618.19	5/30/22	\$0.05/share	-	Rampart Capital Group, LLC ⁽²¹⁾	November 2021 Private Placement
11/30/21	\$107,344.80	\$106,382.98	\$961.82	5/30/22	\$0.05/share	-	Leonard R. Warner Jr.	November 2021 Private Placement
11/30/21	\$107,344.80	\$106,382.98	\$961.82	5/30/22	\$0.05/share	-	William Cobb	November 2021 Private Placement
11/30/21	\$268,361.99	\$265,957.45	\$2,404.55	5/30/22	\$0.05/share	-	SRAX, Inc. ⁽²²⁾	November 2021 Private Placement
11/30/21	\$80,508.60	\$79,787.23	\$721.36	5/30/22	\$0.05/share	-	Jaime Taicher	November 2021 Private Placement
11/30/21	\$53,672.40	\$53,191.49	\$480.91	5/30/22	\$0.05/share	-	David Jenkins	November 2021 Private Placement
11/30/21	\$26,836.20	\$26,595.74	\$240.45	5/30/22	\$0.05/share	-	Ryan Warner	November 2021 Private Placement
11/30/21	\$53,672.40	\$53,191.49	\$480.91	5/30/22	\$0.05/share	-	James Patrick McIlree	November 2021 Private Placement
11/30/21	\$53,672.40	\$53,191.49	\$480.91	5/30/22	\$0.05/share	-	Seafield Brothers Holdings, LLC ⁽²³⁾	November 2021 Private Placement

11/30/21	\$322,034.39	\$319,148.94	\$2,885.46	5/30/22	\$0.05/share	-	Elizabeth River Recycling, LLC ⁽²⁴⁾	November 2021 Private Placement
11/30/21	\$107,344.80	\$106,382.98	\$961.82	5/30/22	\$0.05/share	-	Living Full Blast Inc. ⁽²⁵⁾	November 2021 Private Placement
11/30/21	\$536,723.99	\$531,914.89	\$4,809.09	5/30/22	\$0.05/share	-	Leonite Fund I, LP ⁽²⁶⁾	November 2021 Private Placement
11/30/21	\$429,379.19	\$425,531.91	\$3,847.27	5/30/22	\$0.05/share	-	LGH Investments, LLC ⁽²⁷⁾	November 2021 Private Placement
11/30/21	\$1,073,447.97	\$1,063,829.79	\$9,618.19	5/30/22	\$0.05/share	-	Joseph Reda	November 2021 Private Placement
11/30/21	\$1,073,447.97	\$1,063,829.79	\$9,618.19	5/30/22	\$0.05/share	-	The Special Equities Opportunity Fund, LLC ⁽²⁸⁾	November 2021 Private Placement
11/30/21	\$107,344.80	\$106,382.98	\$961.82	5/30/22	\$0.05/share	-	Timothy Tyler Berry	November 2021 Private Placement
11/30/21	\$26,836.20	\$26,595.74	\$240.45	5/30/22	\$0.05/share	-	Michael Scrobe	November 2021 Private Placement
11/30/21	\$4,805,899.60	\$4,762,838.32	\$43,061.28	5/30/22	\$0.05/share	-	Danny Meeks	November 2021 Private Placement
1/25/19	-	\$55,000	-	7/25/19	This note is retired	-	Rother Investment, LLC ⁽²⁹⁾	Loan
12/17/18	-	\$2,225,000	-	12/17/19	This note is retired	116,500,000	Iliad Research & Trading LP ⁽³⁰⁾	Loan
3/21/19	-	\$33,000	-	9/21/19	This note is retired	-	Robert Hymers	Loan
5/16/19	-	\$103,000	-	5/16/20	This note is retired	35,005,850	PowerUp Lending Group LTD ⁽³²⁾	Loan
6/6/19	-	\$53,000	-	6/6/20	This note is retired	-	PowerUp Lending Group LTD ⁽³²⁾	Loan
11/13/19	-	\$36,300	-	5/12/20	This note is retired	-	Odyssey Research & Trading LP ⁽³¹⁾	Loan
12/16/19	-	\$38,500	-	5/18/20	This note is retired	-	Ciaran Thompson	Loan
3/17/20	-	\$17,600	-	9/17/20	This note is retired	-	Cavalry Fund I LP ⁽³³⁾	Loan

(1) This table is based upon information supplied by the noteholders. Unless otherwise indicated in the footnotes to this table and subject to community property laws, where applicable, we believe each stockholder named in this table has sole voting and investment power with respect to the shares indicated as beneficially owned.

(2) Because the noteholders identified in this table may sell some, all or none of the shares owned by them that are underlying the notes, and because, to our knowledge, there are currently no agreements, arrangements or understandings with respect to the sale of any of the shares registered hereunder, no estimate can be given as to the number of shares that will be held by the noteholders upon conversion.

- (3) Anson Advisors Inc and Anson Funds Management LP, the Co-Investment Advisers of Anson Investments Master Fund LP (“Anson”), hold voting and dispositive power over the Common Shares held by Anson. Bruce Winson is the managing member of Anson Management GP LLC, which is the general partner of Anson Funds Management LP. Moez Kassam and Amin Nathoo are directors of Anson Advisors Inc. Mr. Winson, Mr. Kassam and Mr. Nathoo each disclaim beneficial ownership of these Common Shares except to the extent of their pecuniary interest therein. The principal business address of Anson is Walkers Corporate Limited, Cayman Corporate Centre, 27 Hospital Road, George Town, Grand Cayman KY1-9008, Cayman Islands
- (4) Iroquois Capital Management L.L.C. is the investment manager of Iroquois Master Fund, Ltd. Iroquois Capital Management, LLC has voting control and investment discretion over securities held by Iroquois Master Fund. As Managing Members of Iroquois Capital Management, LLC, Richard Abbe and Kimberly Page make voting and investment decisions on behalf of Iroquois Capital Management, LLC in its capacity as investment manager to Iroquois Master Fund Ltd. As a result of the foregoing, Mr. Abbe and Mrs. Page may be deemed to have beneficial ownership (as determined under Section 13(d) of the Exchange Act) of the securities held by Iroquois Capital Management and Iroquois Master Fund.
- (5) Richard Abbe is the managing member of Iroquois Capital Investment Group LLC. Mr. Abbe has voting control and investment discretion over securities held by Iroquois Capital Investment Group LLC. As such, Mr. Abbe may be deemed to be the beneficial owner (as determined under Section 13(d) of the Exchange Act) of the securities held by Iroquois Capital Investment Group LLC.
- (6) Hudson Bay Capital Management LP, the investment manager of Hudson Bay Master Fund Ltd., has voting and investment power over these securities. Sander Gerber is the managing member of Hudson Bay Capital GP LLC, which is the general partner of Hudson Bay Capital Management LP. Each of Hudson Bay Master Fund Ltd. and Sander Gerber disclaims beneficial ownership over these securities.
- (7) David Feldman, the Portfolio Manager of L1 Capital Global Opportunities Master Fund, holds voting and dispositive power over the shares of common stock held by L1 Capital Global Opportunities Master Fund.
- (8) Mitchell P. Kopin (“Mr. Kopin”) and Daniel B. Asher (“Mr. Asher”), each of whom are managers of Intracoastal Capital LLC (“Intracoastal”), have shared voting control and investment discretion over the securities reported herein that are held by Intracoastal. As a result, each of Mr. Kopin and Mr. Asher may be deemed to have beneficial ownership (as determined under Section 13(d) of the Exchange Act) of the securities reported herein that are held by Intracoastal.
- (9) Lawrence Cutler, the Authorized Signatory of Arena Special Opportunities Fund, LP, holds voting and dispositive power over the shares of common stock held by Arena Special Opportunities Fund, LP.
- (10) Lawrence Cutler, the Authorized Signatory of Arena Special Opportunities Partners I, LP, holds voting and dispositive power over the shares of common stock held by Arena Special Opportunities Partners I, LP.
- (11) Lawrence Cutler, the Authorized Signatory of Arena Special Opportunities Partners II, LP, holds voting and dispositive power over the shares of common stock held by Arena Special Opportunities Partners II, LP.
- (12) Sabby Management, LLC serves as the investment manager of Sabby Volatility Warrant Master Fund, Ltd. Hal Mintz is the manager of Sabby Management, LLC and has voting and investment control of the securities held by Sabby Volatility Warrant Master Fund, Ltd. Each of Sabby Management, LLC and Hal Mintz disclaims beneficial ownership over the securities beneficially owned by Sabby Volatility Warrant Master Fund, Ltd., except to the extent of their respective pecuniary interest therein.
- (13) Kingsbrook Partners LP (“Kingsbrook Partners”) is the investment manager of Kingsbrook Opportunities Master Fund LP (“Kingsbrook Opportunities”) and consequently has voting control and investment discretion over securities held by Kingsbrook Opportunities. Kingsbrook Opportunities GP LLC (“Opportunities GP”) is the general partner of Kingsbrook Opportunities and may be considered the beneficial owner of any securities deemed to be beneficially owned by Kingsbrook Opportunities. KB GP LLC (“GP LLC”) is the general partner of Kingsbrook Partners and may be considered the beneficial owner of any securities deemed to be beneficially owned by Kingsbrook Partners. Ari J. Storch, Adam J. Chill and Scott M. Wallace are the sole managing members of Opportunities GP and GP LLC and as a result may be considered beneficial owners of any securities deemed beneficially owned by Opportunities GP and GP LLC. Each of Kingsbrook Partners, Opportunities GP, GP LLC and Messrs. Storch, Chill and Wallace disclaim beneficial ownership of these securities.
- (14) The business address of 3i, LP is 140 Broadway, 38th Floor, New York, NY 10005. 3i, LP’s principal business is that of a private investor. Maier Joshua Tarlow is the manager of 3i Management, LLC, the general partner of 3i, LP, and has sole voting control and investment discretion over securities beneficially owned directly or indirectly by 3i Management, LLC and 3i, LP. Mr. Tarlow disclaims any beneficial ownership of the securities beneficially owned directly by 3i, LP and indirectly by 3i Management, LLC.
- (15) Empery Asset Management LP, the authorized agent of Empery Tax Efficient, LP (“ETE”), has discretionary authority to vote and dispose of the shares held by ETE and may be deemed to be the beneficial owner of these shares. Martin Hoe and Ryan Lane, in their capacity as investment managers of Empery Asset Management LP, may also be deemed to have investment discretion and voting power over the shares held by ETE. ETE, Mr. Hoe and Mr. Lane each disclaim any beneficial ownership of these shares.
- (16) Empery Asset Management LP, the authorized agent of Empery Debt Opportunity Fund, LP (“EDOF”), has discretionary authority to vote and dispose of the shares held by EDOF and may be deemed to be the beneficial owner of these shares. Martin Hoe and Ryan Lane, in their capacity as investment managers of Empery Asset Management LP, may also be deemed to have investment discretion and voting power over the shares held by EDOF. EDOF, Mr. Hoe and Mr. Lane each disclaim any beneficial ownership of these shares.

- (17) Empery Asset Management LP, the authorized agent of Empery Asset Master Ltd (“EAM”), has discretionary authority to vote and dispose of the shares held by EAM and may be deemed to be the beneficial owner of these shares. Martin Hoe and Ryan Lane, in their capacity as investment managers of Empery Asset Management LP, may also be deemed to have investment discretion and voting power over the shares held by EAM. EAM, Mr. Hoe and Mr. Lane each disclaim any beneficial ownership of these shares.
- (18) Robert D. Keyser, Jr., the CEO of Sixth Borough Capital Fund, LP, holds voting and dispositive power over the shares of common stock held by Sixth Borough Capital Fund, LP.
- (19) Shaye Hirsch, the Director of Brio Capital Master Fund, Ltd., holds voting and dispositive power over the shares of common stock held by Brio Capital Master Fund, Ltd.
- (20) Robert Wolf, the Founder of 32 Entertainment LLC, holds voting and dispositive power over the shares of common stock held by 32 Entertainment LLC.
- (21) Peter Abskharon, the Partner of Rampart Capital Group, LLC, holds voting and dispositive power over the shares of common stock held by Rampart Capital Group, LLC.
- (22) Michael Malone, the CFO of SRAX, Inc., holds voting and dispositive power over the shares of common stock held by SRAX, Inc.
- (23) Robert Haag, the Managing Member of Seafeld Brothers Holdings, LLC, holds voting and dispositive power over the shares of common stock held by Seafeld Brothers Holdings, LLC.
- (24) Owen Walsh, a Member of Elizabeth River Recycling, LLC, holds voting and dispositive power over the shares of common stock held by Elizabeth River Recycling, LLC.
- (25) Marc Savas, the CEO of Living Full Blast Inc., holds voting and dispositive power over the shares of common stock held by Living Full Blast Inc.
- (26) Avi Geller, the CIO of this Leonite Fund I, LP, holds voting and dispositive power over the shares of common stock held by Leonite Fund I, LP.
- (27) Lucas Hoppel, the Managing Member of LGH Investments, LLC, holds voting and dispositive power over the shares of common stock held by LGH Investments, LLC.
- (28) Jonathan Schechter, a Member of The Special Equities Opportunity Fund, LLC, holds voting and dispositive power over the shares of common stock held by The Special Equities Opportunity Fund, LLC.
- (29) Keith Ubben, the Managing Member of this Rother Investments, LLC holds voting and dispositive power over the shares of common stock held by this Rother Investments, LLC.
- (30) John Fife is the President of Fife Trading, Inc., which is the Manger of Iliad Management, LLC, which is the General Partner of Iliad Research & Trading LP.
- (31) John Fife is the President of Fife Trading, Inc., which is the General Partner of Odyssey Research & Trading LP.
- (32) Curt Kramer is the Chief Executive Officer of PowerUp Lending Group LTD.
- (33) Thomas Walsh is the Portfolio Manager of Cavalry Fund I LP.