

Management Certification

The undersigned, on behalf of Zomedica 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: TSX Trust

Address: 301 -100 Adelaide Street West, Toronto, ON M5H 4H1

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.

Dickinson Wright (Brad Wyatt, Andre Poles, Adin Tarr, and Rasika Kularni) and in-house counsel, Karen DeHaan-Fullerton

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): December 31, 2024

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)
Jeff Rowe	Director, Chairman of Board	Boyne City, MI	12,240,480 common; 2,714,727 options (1,982,364 vested) and 2,126,959 stock appreciation rights (not vested)	Common, options and stock appreciation rights	1.25% of common
Robert Cohen	Director	Eden Prairie, MN	11,728,227 options (10,995,374 vested) and 1,823,107 stock appreciation rights (not vested)	Options and stock appreciation rights	0%
Chris MacLeod	Director	Oakville, ON (Canada)	2,440,727 options (1,707,864 vested) and 1,823,107	Options and stock appreciation rights	0%

			stock appreciation rights (not vested)		
Pam Nichols	Director	Scottsdale, AZ	1,031,431 options (515,715 vested);)1,975,033 stock appreciation rights (not vested)	Options and stock appreciation rights	0%
Johnny Powers	Director	Naples, FL	2,425,000 Common stock; 2,515,727 options (1,782,863 vested); 1,975,033 stock appreciation rights (not vested)	Common, options and stock appreciation rights	.24%
Sean Whelan	Director	Plymouth, MI	1,957,153 options (1,378,577 vested) and 1,975,035 stock appreciation rights	Options and stock appreciation rights	0%
Rodney Williams	Director	Grapevine, TX	2,465,727 options (1,732,863 vested) and 1,975,033 stock appreciation rights (not vested)	Options and stock appreciation rights	0%
Larry Heaton	Director, CEO	Ann Arbor, MI	500,000 common; 14,000,000 options (9,500,000 vested)	Common and options	Less than .05%
Scott Jordan	CFO	Chicago, IL	5,000,000 (none vested)	Options	0%
Tony Blair	COO	Richwood, OH	400,000 Common; 3,400,000 options	Common and options	Less than .04%

			(1,500,000 vested)		
Karen DeHaan-Fullerton	General Counsel	Fishers, IN	1,000,000 (250,000 vested)	Options	0%
Kevin Klass	Sr. VP, Sales	Mesa, AZ	2,500,050 common and 2,000,000 options (1,000,000 vested)	Common and options	.25%

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

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.)

Total Outstanding Balance:

Total Shares:

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.

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

Signature:

Name of Principal Executive Officer or Principal Financial Officer: Larry Heaton

Title: CEO

Date: 2/7/2025

Signature: /s/Larry Heaton

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