

## OTCQB Certification

I, Steven G. Johnson, Chief Executive Officer of CareView Communications, 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 is duly organized, validly existing and in good standing under the laws of Nevada in which the Company is organized or does business.
4. The share information below is for the primary OTCQB traded security as of the latest practicable date:

Trading Symbol		OTCQB
The data in this chart is as of:		03/31/22
Shares Authorized	(A)	500,000,000
Total Shares Outstanding	(B)	139,380,748
Number of Restricted Shares <sup>1</sup>	(C)	26,262,810
Unrestricted Shares Held by Officers, Directors, 10% Control Persons & Affiliates	(D)	46,761,941
Public Float: <i>Subtract Lines C and D from Line B</i>	(E)	66,355,997
% Public Float: <i>Line E Divided by Line B (as a %)</i> <sup>2</sup>	(F)	47.61%
Number of Beneficial Shareholders of at least 100 shares <sup>3</sup>	(G)	913

<sup>1</sup> 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.

<sup>2</sup> 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.

<sup>3</sup> 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:

☐ 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	Principal Amount at Issuance (\$)	Outstanding Balance (\$) <sup>4</sup>	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 <sup>5</sup>	Name of Noteholder (entities must have individual with voting / investment control disclosed). <sup>6</sup>	Reason for Issuance (e.g., Loan, Services, etc.)
01/16/14	2,329,000	5,916,050	01/15/24	See (1)	0	14,790,125	HealthCor Partners Fund, LP; Investment Control Person is Jeffrey C. Lightcap, Sr. Managing Director	Loan
01/16/14	2,671,000	6,784,788	01/15/24	See (1)	0	17,186,970	HealthCor Hybrid Offshore Master Fund, LP; Investment Control Person is Joseph Healey, Co-CEO	Loan
02/17/15	1,000,000	2,281,387	02/16/25	See (2)	0	4,387,283	HealthCor Partners Fund LP; Investment Control Person is Jeffrey C. Lightcap, Sr. Managing Director	Loan
02/17/15	500,000	1,140,694	02/16/25	See (2)	0	2,193,642	L. Allen Wheeler	Loan
02/17/15	650,000	1,482,902	02/16/25	See (2)	0	2,851,735	Steven G. Johnson	Loan
02/17/15	200,000	456,277	02/16/25	See (2)	0	877,456	Sandra K. McRee	Loan
02/17/15	500,000	1,140,694	02/16/25	See (2)	0	2,193,642	James R. Higgins. MD	Loan
02/17/15	250,000	570,347	02/16/25	See (2)	0	1,096,821	Steven B. and Deborah L. Epstein	Loan

<sup>4</sup> The Outstanding Balance is to include accrued interest.

<sup>5</sup> 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.

<sup>6</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.

02/17/15	25,000	57,035	02/16/25	See (2)	0	109,683	Stephen and Alexandra B. Berkley	Loan
02/17/15	75,000	171,104	02/16/25	See (2)	0	329,046	Jason P. Epstein	Loan
02/17/15	50,000	117,590	02/16/25	See (2)	0	226,135	Gregory H. Epstein	Loan
02/17/15	50,000	114,069	02/16/25	See (2)	0	219,363	David Epstein	Loan
02/17/15	20,000	45,628	02/16/25	See (2)	0	87,746	Juliann Martin	Loan
02/17/15	25,000	57,035	02/16/25	See (2)	0	109,683	Jason T. Thompson	Loan
02/17/15	25,000	57,035	02/16/25	See (2)	0	109,683	Jason T. Thompson, SEP IRA	Loan
02/17/15	130,000	296,580	02/16/25	See (2)	0	570,346	Thompson Family Investments LLP; Investment Control Person is Jason T. Thompson, MGR	Loan
02/17/15	7,500	17,110	02/16/25	See (2)	0	32,904	Irwin Leiber	Loan
02/17/15	50,000	114,069	02/16/25	See (2)	0	219,363	SJ2, LLC; Investment Control Person is Michael Mashaal, Auth. Signatory	Loan
02/17/15	700,000	1,596,971	02/16/25	See (2)	0	3,071,098	MSSB C/F Jeffrey C. Lightcap; Investment Control Person is Jeffrey C. Lightcap, Beneficial Owner	Loan
02/17/15	38,056	89,500	02/16/25	See (2)	0	172,115	Jeffrey Lightcap and Jane Lightcap Minor's Present Interest Trust dated 03/20/1997 – FBO Bradford C. Lightcap; Investment Control Person is Ira Schwartz, TR	Loan
02/17/15	38,056	86,821	02/16/25	See (2)	0	166,963	Jeffrey Lightcap and Jane Lightcap Minor's Present Interest Trust dated 03/20/1997 – FBO Brian R. Lightcap; Investment Control Person is Ira Schwartz, TR	Loan

02/17/15	38,056	86,821	02/16/25	See (2)	0	166,963	Jeffrey Lightcap and Jane Lightcap Minor's Present Trust dated 03/20/1997 – FBO Megan M. Lightcap; Investment Control Person is Ira Schwartz, TR	Loan
02/17/15	600,000	1,368,832	02/16/25	See (2)	0	2,632,369	Joseph P. Healey	Loan
02/17/15	214,166	488,596	02/16/25	See (2)	0	939,608	The Joseph P. Healey 2011 Family Trust; Investment Control Person is Joseph Dowling, TR	Loan
02/17/15	814,166	1,857,428	02/16/25	See (2)	0	3,571,977	Arthur B. Cohen	Loan
02/23/18	100,000	165,660	02/22/28	See (3)	0	3,313,200	Rockwell Holdings, LLC; Investment Control Person is Matthew Bluhm, Managing Member	Loan
02/23/18	100,000	165,660	02/22/28	See (3)	0	3,313,200	Steven B. Epstein	Loan
02/23/18	500,000	828,301	02/22/28	See (3)	0	16,566,020	James R. Higgins	Loan
02/23/18	600,000	993,962	02/22/28	See (3)	0	19,879,240	Steven G. Johnson	Loan
02/23/18	250,000	414,151	02/22/28	See (3)	0	8,283,020	Jeffrey C. Lightcap	Loan
02/23/18	100,000	165,660	02/22/28	See (3)	0	3,313,200	Sandra K. McRee	Loan
02/23/18	100,000	165,660	02/22/28	See (3)	0	3,313,200	Jason T. Thompson	Loan
02/23/18	300,000	496,981	02/22/28	See (3)	0	9,939,620	L. Allen Wheeler	Loan
07/13/18	500,000	789,896	07/12/28	See (4)	0	15,797,920	Steven G. Johnson	Loan
07/13/18	50,000	78,990	07/12/28	See (4)	0	1,579,800	Steven B. Epstein	Loan
07/13/18	250,000	394,948	07/12/28	See (4)	0	7,898,960	Jeffrey C. Lightcap	Loan
07/13/18	200,000	315,958	07/12/28	See (4)	0	6,319,160	James R. Higgins	Loan
05/15/19	50,000	71,248	05/14/29	See (5)	0	2,374,933	Jeffrey C. Lightcap	Loan
02/06/20	100,000	130,326	02/05/30	See (6)	0	13,032,600	Jeffrey C. Lightcap	Loan
<b>Total Outstanding Balance:</b>		<b>31,568,565</b>	<b>Total Shares:</b>		<b>0</b>	<b>173,236,793</b>		

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

- (1) At any time after January 16, 2014, the lender is entitled to convert any portion of the outstanding and unpaid accrued interest on and principal balance of the note into fully paid and non-assessable shares of common stock at a conversion rate of \$0.40 per share, subject to adjustments in accordance with certain anti-dilution provisions.

- (2) At any time after February 17, 2015, the lender is entitled to convert any portion of the outstanding and unpaid accrued interest on and principal balance of the note into fully paid and non-assessable shares of common stock at a conversion rate of \$0.52 per share, subject to adjustments in accordance with certain anti-dilution provisions.
  - (3) At any time after February 23, 2018, the lender is entitled to convert any portion of the outstanding and unpaid accrued interest on and principal balance of the note into fully paid and non-assessable shares of common stock at a conversion rate of \$0.05 per share, subject to adjustments in accordance with certain anti-dilution provision.
  - (4) At any time after July 13, 2018, the lender is entitled to convert any portion of the outstanding and unpaid accrued interest on and principal balance of the note into fully paid and non-assessable shares of common stock at a conversion rate of \$0.05 per share, subject to adjustments in accordance with certain anti-dilution provisions.
  - (5) At any time after May 15, 2019, the lender is entitled to convert any portion of the outstanding and unpaid accrued interest on and principal balance of the note into fully paid and non-assessable shares of common stock at a conversion rate of \$0.03 per share, subject to adjustments in accordance with certain anti-dilution provisions.
  - (6) At any time after February 6, 2020, the lender is entitled to convert any portion of the outstanding and unpaid accrued interest on and principal balance of the note into fully paid and non-assessable shares of common stock at a conversion rate of \$0.01 per share, subject to adjustments in accordance with certain anti-dilution provisions.
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.

General Counsel

Matthew Jackson  
CareView Communications, Inc.

SEC Counsel

Mintz Levin Cohen Ferris Glovsky and Popeo, PC  
One Financial Center, 38<sup>th</sup> Floor  
Boston, MA 02111

Patents/Trademarks Counsel

Meister Seelig & Fein LLP  
125 Park Avenue, 7<sup>th</sup> Floor  
New York, NY 10017

7. The following is a complete list of third-party providers, including firm names and addresses, and primary contact names, 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. If none, please state "None".

BDO USA, LLP

600 N. Pearl, Suite 1700  
Dallas, TX 75201  
(Auditors/Tax Filings)

Rosenberg Rich Baker Berman, PA

265 Davidson Avenue, Suite 210  
Somerset, NJ 08873  
(Tax Accountants)

Back Office Consultants, Inc.  
2509 Laurel Glen Drive  
Lakeland, FL 33803  
(Corporate Compliance)

8. Officers, Directors and 5% Control Persons:

The following is a complete list of Officers, Directors and 5% Control Persons (control persons are beneficial owners of five percent (5%) or more of any class of the issuer's equity securities), including name, address, and number of shares owned. Preferred shares, options, 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 (First, Last)	City and State (and Country if outside US)	Number of Shares Owned (list common, preferred, warrants and options separately)	Percentage of Class of Shares Owned
Steven G. Johnson, CEO	Lewisville, TX	53,356,129 total share ownership 15,770,593 common shares 2,666,667 vested options 580,770 vested warrants 34,338,099 convertible debt	30.15% (percentage of class for Johnson is based on 176,966,284 shares which would be outstanding if all options/warrants were exercised and conv. debt was converted)
L. Allen Wheeler, Chair	Durant, OK	28,304,036 total share ownership 16,090,381 common shares 1,051,962 vesting options 382,692 vested warrants 10,779,001 convertible debt	18.67% (percent class for Wheeler based on 151,594,403 shares which would be outstanding if all options/warrants were exercised and conv. debt was converted)
Jason T. Thompson, Director/Chief Accounting Officer	Milwaukee, WI	4,974,427 total share ownership 737,500 common shares 1,051,962 vested options 55,769 vested warrants 3,129,196 convertible debt	3.46% (percentage of class for Thompson is based on 143,617,675 shares which would be outstanding if all options/warrants were exercised and conv. debt was converted).
Sandra K. McRee, COO	Lewisville, TX	11,623,593 total share ownership 750,000 common shares 7,000,000 vested options 148,076 vested warrants 3,725,517 convertible debt	7.74% (percentage of class for McRee is based on 150,254,341 shares which would be outstanding if all options/warrants were exercised and conv. debt was converted).
Jeffrey C. Lightcap, Director	Charleston, SC	68,871,110 total share ownership 6,108,653 vested warrants 62,762,457 convertible debt	33.07% (percentage of class for Lightcap is based on 208,251,858 shares which would be outstanding if all warrants were exercised and conv. debt was converted).
David R. White, Director	Franklin, TN	1,671,962 total share ownership 270,000 common shares 1,401,962 vested options	1.19% (percentage of class for White is based on 140,782,710 shares which would be outstanding if all options were exercised).
Steven B. Epstein, Director	Washington, DC	8,732,372 total share ownership 1,780,000 common shares 1,451,962 vested options 178,846 vested warrants 5,321,564 convertible debt	5.97% (percentage of class for Epstein is based on 164,344,342 shares which would be outstanding if all options/warrants were exercised).

James R. Higgins, MD, Director	Tulsa, OK	36,327,061 total share ownership 11,363,467 common shares 1,051,962 vested options 1,682,292 vested warrants 22,228,940 convertible debt	22.10% (percentage of class for Higgins is 164,344,342 shares which would be outstanding if all options/warrants were exercised and conv. debt was converted).
-----------------------------------	-----------	--	--

Use the space below to provide any additional details, including conversion terms of any class of the issuer's equity securities:

N/A

9. Certification:

Date: May 13, 2022

Name of Certifying CEO or CFO: Steven G. Johnson

Title: CEO

Signature: /s/ Steven G. Johnson

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