

OTCQB Certification

I, Graham Duncan, Chief Financial Officer of BSF Enterprise Plc ("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:

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
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 the state or jurisdiction 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:

US Trading Symbol:		<u>BSFA</u>	<u>As of (date):</u>
Shares Authorized	(A)	<u>N/A</u>	<u>23/02/2024</u>
Total Shares Outstanding	(B)	<u>103,336,937</u>	<u>23/02/2024</u>
Number of Restricted Shares ¹	(C)	<u>7,798,491</u>	<u>23/02/2024</u>
Unrestricted Shares Held by Officers, Directors, 10% Control Persons & Affiliates	(D)	<u>57,384,950</u>	<u>23/02/2024</u>
Public Float: <i>Subtract Lines C and D from Line B</i>	(E)	<u>38,153,496</u>	<u>23/02/2024</u>
% Public Float: <i>Line E Divided by Line B (as a %)</i> ²	(F)	<u>36.92</u>	<u>23/02/2024</u>
Number of Beneficial Shareholders of at least 100 shares ³	(G)	<u>56</u>	<u>23/02/2024</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.)

Reynolds Porter Chamberlain, James Channo

Tower Bridge House, St Kartharine's Way, London E1W 1AA United Kingdom

Ongoing Disclosure and Administrative Services:

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.

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."

None

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."

Services	Name of Firm	Address of Firm	Primary Contact Name, Email and Phone Number
Share registrar	Share Registrars Limited	The Courtyard, 17 West Street Farnham Surrey GU9 7DR United Kingdom	Name: Julie Suddaby Email: Julie@shareregistrars.uk.com Phone Number: +44 7823680914
Auditor	PKF Littlejohn LLP	15 Westferry Circus, Canary Wharf, London, England, E14 4HD, United Kingdom	Name: Daniel Hutson Email: dhutson@pkf-l.com Phone Number: +44 20 7516 2290
Public relations; Investor relations	SEC Newgate UK	14 Greville Street London EC1N 8SB, United Kindom	Name: Bob Huxford Email: BSF@secnewgate.co.uk Phone Number: +44 20 3757 6882
Marketing; Brand awareness	Beyond Laboratory	31 Old Burlington Street, Mayfair, London, W1S 3AS, United Kingdom	Name: Luke Zhou Email: luke@beyondlaboratory.com Phone Number: +44 7861691116
Stock promotion; Corporate broker	Shard Capital Partners LLP	3 rd Floor, 70 St Mary Axe, London, EC3A 8BE, United Kingdom	Name: Robert Wiegold Email: Robert.Wiegold@shardcapital.com Phone Number: +44 20 7186 9955

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). 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. If the corporate entity owning 5% or more does not have a person(s) owning or controlling it, provide a note explaining why. For nominee accounts owning 5% or more, provide the name of the 5% beneficial shareholder for this account. If there are no beneficial shareholders of 5% or more behind a nominee account, add a note confirming this.**

Name (First, Last)	Position/company affiliation (ex: CEO, 5% control person)	City and State (And Country if outside US)	Number of Shares Owned	Class of shares owned	Percentage of Class of Shares Owned
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			(List common, preferred, warrants and options separately)		(undiluted)
Geoffrey Baker	Executive Director	Cambridge, England, United Kingdom	1,559,699	Ordinary	1.51%
Che Connon	Executive Director	Newcastle, England, United Kingdom	12,927,977	Ordinary	12.51%
Min Yang	Non-Executive Director	London, England, United Kingdom	5,779,850	Ordinary	5.59%
Dennis Ow	Non-Executive Director	Dubai	-	-	-
Newcastle University Holdings Limited Note (i)	Shareholder	Newcastle, England, United Kingdom	6,915,624	Ordinary	6.69%
Graham Duncan	CFO	London, England, United Kingdom	-	-	-
Ricardo Gouvei	CSO	Newcastle, England, United Kingdom	2,124,554	Ordinary	2.06%
BSF Angel Funding Limited Note (ii)	Shareholder	London, England, United Kingdom	16,610,944	Ordinary	16.07%
Jarvis Investment Management Nominees Nominees Limited Note (iii)	Shareholder	London, England, United Kingdom	14,011,838	Ordinary	13.56%
Hargreaves Lansdown Nominees Limited Note (iii)	Shareholder	London, England, United Kingdom	11,388,730	Ordinary	11.02%

Notes:

- (i) Wholly-owned and controlled by University of Newcastle upon Tyne, Kings Gate, Newcastle upon Tyne, NE1 7RU United Kingdom.
- (ii) Wholly-owned and controlled by ASF Group Limited, 3B Macquarrie Street, Sydney 2000 New South Wales Australia.
- (iii) For the nominee accounts owning 5% or more, there are no beneficial shareholders of 5% or more behind a nominee account.

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

The Company has also issued an aggregate of 21,196,569 warrants as follows:

- a) 774,113 Broker Warrants. This comprises: (i) 447,761 Broker Warrants which entitles the warrant holder to subscribe for one new ordinary share of the Company at 15p per share. These Broker Warrants are exercisable within 3 years from 17 May 2022, i.e. 17 May 2025 and are non-transferable; and (ii) 326,352 Broker Warrants which entitles the warrant holder to subscribe for one new ordinary share of the Company at 34p per share. These Broker Warrants are exercisable within 3 years from 27 September 2023, i.e. 27 September 2026 and are non-transferable
- b) 20,422,456 Placing Warrants. This comprises: (i) 11,822,456 Placing Warrants which entitles the holder to subscribe for one ordinary share of the Company at an exercise price of 15p per share at any time up and until 17 May 2025; and (ii) 8,600,000 Placing Warrant which entitles the holder to subscribe for one ordinary share of the Company at an exercise price of 34p per share at any time up and until 27 September 2026. The Placing Warrants are freely transferable and issued in registered form. The Warrants are not listed.

9. Certification:

Date: 23/02/2024

Name of Certifying CEO or CFO: Graham Duncan

Title: Chief Financial Officer

Signature:

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

