

OTCQB Certification

I, Ian Bothwell, Interim CEO and CFO of Organiceil Regenerative Medicine 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 the State 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 | | <u>OCEL</u> |
| The data in this chart is as of: | | <u>February 3, 2023</u> |
| Shares Authorized | (A) | <u>2,500,000,000</u> |
| Total Shares Outstanding | (B) | <u>1,463,957,717</u> |
| Number of Restricted Shares ¹ | (C) | <u>927,858,568</u> |
| Unrestricted Shares Held by Officers, Directors, 10% Control Persons & Affiliates | (D) | <u>54,699,045</u> |
| Public Float: <i>Subtract Lines C and D from Line B</i> | (E) | <u>484,400,104</u> |
| % Public Float: <i>Line E Divided by Line B (as a %)</i> ² | (F) | <u>32.9</u> |
| Number of Beneficial Shareholders of at least 100 shares ³ | (G) | <u>See attachment</u> <u>for additional</u> <u>explanation</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: (d)

☐ 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 (\$) ⁴ | 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 ⁵ | Name of Noteholder (entities must have individual with voting / investment control disclosed). ⁶ | Reason for Issuance (e.g., Loan, Services, etc.) |
|----------------------------|-----------------------------------|---------------------------------------|---------------|---|----------------------------|---|---|--|
| 1/11/22 | 600,000 (b) | 0 | 1/11/23 | Only Upon Default (a) | 0 | 0 (a) | AJB Capital Investments LLC (c) | Loan – Working Capital |
| | | | | | | | | |
| | | | | | | | | |
| Total Outstanding Balance: | | 0 | Total Shares: | | 0 | 0 | | |

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

(a) The Promissory Note (Note) could only be converted on an event of default at a conversion price equal to the lower of the "VWAP" (as defined under the Note) of the common stock during (i) the twenty (20) trading day period preceding the issuance date of the Note; or (ii) the twenty (20) trading day period preceding the date of conversion of the Note.

(b) The Promissory Note provided for an Original Issue Discount of 10%. The Promissory Note had an original maturity date of July 11, 2022 and was extended an additional 6 months to January 11, 2023.

(c) Ari Blaine, Managing Member

(d) The table excludes a note that was repaid in full during FY 2022 which when originally issued during 2018 was convertible. Due to the passage of time and other conditions, the note could no longer be converted pursuant to the terms of the note effective prior to 10/31/19.

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.

Dale Bergman; Gutierrez Bergman Boulris PLLC, 901 Ponce de Leon Boulevard, Suite 303, Coral Gables, FL. 33134

⁴ The Outstanding Balance is to include accrued interest.

⁵ 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.

⁶ 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.

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".

TraDigital Marketing Group LLC
TraDigital IR
1250 Front Street, Suite 199
Binghamton, NY 13901
Tel.: 917-658-2602

CNA Finance, LLC.
1743 Coral Ridge Drive
Coral Springs, FL 33701
Tel.: 503-464-6502

Axiom Financial Inc.
327 Dahlonge Street
Suite 1701B
Cumming, GA 30040
Tel.: 404-210-5857

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 |
|-------------------------------------|---|--|--|
| See attachment for full schedule | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |

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

The Company's Series C Preferred Shares vote together with Shares of our common stock as a single class on all matters presented to a vote of stockholders, except as required by law and entitle the class to exercise 51.0% of the total combined voting power of the Company, without regard to the number of shares of common stock outstanding. The Series C Preferred Shares are not convertible into common stock, do not have any dividend rights and do have a nominal liquidation preference.

9. Certification:

Date: February 7, 2023

Name of Certifying CEO or CFO: Ian Bothwell

Title: Interim CEO and CFO

Signature: /s/Ian Bothwell

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

OTCQB Application Dated February 7, 2023
Organicell Regenerative Medicine, Inc.
Additional Explanations

4(g). As of February 3, 2023, we had approximately 207 holders of record of our common stock. One of these holders is CEDE and Company which is the mechanism used for brokerage firms to hold securities in book entry form on behalf of their clients and as of February 3, 2023, they held approximately 379,694,548 shares of common stock for these shareholders. Based on a report provided to us in October 2022, the Company had approximately 7,600 beneficial stockholders.

8. Officers, Directors and 5% Control Persons:

| Name | Title | Shares | % of Class (1) |
|---|---|---------------|---------------------------|
| Officers and Directors | | | |
| Ian Bothwell (2) | Interim Chief Executive Officer, Chief Financial Officer and Director | 170,518,726 | 12.14% |
| Dr. Maria Mitrani (3) | Chief Science Officer and Director | 253,497,990 | 18.54% |
| Dr. George Shapiro (4) | Chief Medical Officer and Director | 78,754,187 | 5.75% |
| Albert Mitrani (5) | Executive Vice President of Sales | 253,497,990 | 18.54% |
| Dr. Bhupendra Kumar Modi (6) | Director - Chairman | 100,000,000 | 7.31% |
| Chuck Bretz (7) | Director - Vice Chairman | 533,790 | 0.04% |
| Jerry Glauser (8) | Director | 27,200,456 | 1.99% |
| Leathem Stearn (9) | Director | 13,700,457 | 1.00% |
| Gurvinder Pal Singh (10) | Director | 533,790 | 0.04% |
| Other 5% or Greater Stockholders | | | |
| Skycrest Holdings LLC (11) | | 200,000,000 | 13.18% |
| Greyt Ventures LLC (12) | | 200,000,000 | 13.18% |

(1) Based on 1,367,311,142 shares of vested common stock outstanding as of February 3, 2023.

(2) Includes warrants to purchase 37,500,000 shares of common stock of the Company. Does not include 15,000,000 shares of common stock issued to Mr. Bothwell which vest on December 31, 2023.

(3) Does not include 15,000,000 shares of common stock issued to Dr. Maria Mitrani which vest on December 31, 2023. Includes 151,790,190 shares of common stock held by Albert Mitrani, Dr. Mitrani's husband which does not include 15,000,000 shares of common stock issued to Albert Mitrani which vest on December 31, 2023.

(4) Includes warrants to purchase 3,150,000 shares of common stock of the Company. Does not include 5,000,000 shares of common stock issued to Mr. Shapiro which vest on December 31, 2023.

(5) Does not include 15,000,000 shares of common stock issued to Albert Mitrani which vest on December 31, 2023. Includes 101,707,800 shares of common stock held by Dr. Maria Mitrani, Albert Mitrani's wife which does not include 15,000,000 shares of common stock issued to Dr. Mitrani which vest on December 31, 2023.

(6) Represents 50,000,000 shares of common stock held of record by Beyond 100 FZE and 50,000,000 shares of common stock held of record by Smart Co. Holding Pte. Ltd., each of which Dr. Modi is the sole beneficial owner.

(7) Includes vested warrants to purchase 367,123 shares of common stock of the Company and warrants to purchase 166,667 shares of common stock of the Company that vest within 60 days of February 3, 2023.

(8) Includes vested warrants to purchase 367,123 shares of common stock of the Company and warrants to purchase 166,667 shares of common stock of the Company that vest within 60 days of February 3, 2023.

- (9) Includes 12,500,000 shares of common stock held of record by Stearn Enterprises LLC, of which Mr. Stearn is the sole beneficial owner. Includes vested warrants to purchase 367,123 shares of common stock of the Company and warrants to purchase 166,667 shares of common stock of the Company that vest within 60 days of February 3, 2023.
- (10) Includes vested warrants to purchase 367,123 shares of common stock of the Company and warrants to purchase 166,667 shares of common stock of the Company that vest within 60 days of February 3, 2023.
- (11) 812 Meridian Lane, Hollywood FL 33019. Represents 50,000,000 shares of common stock, warrants to purchase 150,000,000 shares of common stock and 50 Series C Preferred Shares held of record by Skycrest Holdings, LLC, of which Louis Birdman is the managing member.
- (12) 20533 Biscayne Blvd., Suite 648, Aventura, FL 33180. Represents 50,000,000 shares of common stock, warrants to purchase 150,000,000 shares of common stock and 50 Series C Preferred Shares held of record by Greyt Ventures LLC, of which Ms. Wendy Grey is the sole member and manager.

The persons named above have full voting and investment power with respect to the shares indicated. Under the rules of the SEC, a person (or group of persons) is deemed to be a “**beneficial owner**” of a security if he or she, directly or indirectly, has or shares the power to vote or to direct the voting of such security, or the power to dispose of or to direct the disposition of such security. Accordingly, more than one person may be deemed to be a beneficial owner of the same security. Beneficial ownership is determined in accordance with SEC rules and includes only vested securities and those securities which a person or entity may have the right to acquire and/or vest in the next 60 days.