

## OTCQB Certification

I, Liong Fook Weng, Chief Financial Officer of Duesenberg Technologies Inc ("the Company"), certify that:

- 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"):

### 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

- 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.
- The company is duly organized, validly existing and in good standing under the laws of British Columbia, Canada in which the Company is organized or does business.
- The share information below is for the primary OTCQB traded security as of the latest practicable date:

US Trading Symbol		<u>DUSYF</u>	<u>As of (date):</u>
Shares Authorized	(A)	<u>Unlimited</u>	<u>April 4, 2023</u>
Total Shares Outstanding	(B)	<u>76,292,447</u>	<u>April 4, 2023</u>
Number of Restricted Shares <sup>1</sup>	(C)	<u>66,285,892</u>	<u>April 4, 2023</u>
Unrestricted Shares Held by Officers, Directors, 10% Control Persons & Affiliates	(D)	<u>122,000</u>	<u>April 4, 2023</u>
Public Float: <i>Subtract Lines C and D from Line B</i>	(E)	<u>9,884,555</u>	<u>April 4, 2023</u>
% Public Float: <i>Line E Divided by Line B (as a %)</i> <sup>2</sup>	(F)	<u>13%</u>	<u>April 4, 2023</u>
Number of Beneficial Shareholders of at least 100 shares <sup>3</sup>	(G)	<u>470</u>	<u>February 17, 2023</u>

<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. **(If the note is no longer outstanding as of the current date, but was outstanding during the previously described timeframe, the note must still be disclosed in the table below.):**

☐ 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.)
07/13/2019	US\$62,404	US\$76,974 <sup>[1]</sup>	On demand	n/a	n/a	n/a	Da Costa Management Corp.	Services
11/26/2020	US\$24,000	Nil	On Demand	n/a	235,490 <sup>[3]</sup>	Nil	Rain Communications	Cash Advance
05/12/2021	US\$5,000	Nil	On Demand	n/a	48,751 <sup>[3]</sup>	Nil	Ralph Biggar	Cash Advance
09/21/2022	US\$120,071	US\$121,817 <sup>[1]</sup>	On Demand	n/a	n/a	n/a	Lim Hun Beng	Cash Advance
02/24/2022	US\$24,000	Nil	On Demand	n/a	120,000 <sup>[2]</sup>	Nil	Chee Wai Hong	Services
02/24/2022	US\$24,000	Nil	On Demand	n/a	120,000 <sup>[2]</sup>	Nil	Carl Jürgen Barth	Services
02/24/2022	US\$102,628	Nil	On Demand	n/a	513,140 <sup>[2]</sup>	n/a	Lim Hun Beng	Cash Advance and Services
02/24/2022	US\$30,000	Nil	On Demand	n/a	150,000 <sup>[2]</sup>	Nil	Ong, See Ming	Services
05/11/2022	US\$45,500	Nil	On Demand	n/a	350,000 <sup>[2]</sup>	Nil	Veritas Consulting	Services
10/17/2022	US\$50,000	Nil	On Demand	n/a	312,500 <sup>[2]</sup>	Nil	AJS Management Corp.	Services

<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.

12/28/2022	US\$77,238	Nil	On Demand	n/a	2,415,222 <sup>[2]</sup>	Nil	Brendan Norman	Servcies

Total Outstanding Balance: US\$1,064,841

Total Shares: 4,265,103 n/a

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

[1] All outstanding notes are due on demand and are not convertible into the shares of the Company. The amounts presented are as at January 31, 2023, the Company's 1<sup>st</sup> quarter end, and the dollar amounts have been converted to US\$ based on the foreign exchange in effect on January 31, 2023.

[2] These shares were issued on conversion of debt, which the Company accrued for services performed by the persons listed in the "Name of Noteholder" column

[3] These shares were issued on conversion of 4% notes payable, which were due on demand.

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.

O'Neill Law Corporation, Suite 704, 595 Howe Street, Vancouver

7. 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, consulting, 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".

None

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. 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 (list common, preferred, warrants and options separately)	Class of shares owned	Percentage of Class of Shares Owned (undiluted)
Lim Hun Beng	CEO and President	Penang, Malaysia	8,111,080	Common	10.632%
Hampshire Capital Limited	Controlled by Lim Hun Beng	Labuan, Malaysia	20,000,000	Common	26.21%
Hampshire Motors Group (China) Ltd -	Controlled by Lim Hun Beng	Labuan, Malaysia	1,388,428	Common	1.82%
Hampshire Brands (PTE) LTD	Controlled by Lim Hun Beng	Labuan, Malaysia	4,654,819	Common	6.10%
Brightcliff Limited	Controlled by Lim Hun Beng	Wan Chai, Hong Kong	14,814,815	Common	19.42%
Liong Fook Weng	CFO	Selangor D. E., Malaysia	700,281	Common	0.92%
Ong, See-Ming	Director	Singapore	1,048,333	Common	1.37%
Barth, Jurgan Carl	Director	Sachsengeim, Germany	120,000	Common	0.24%
Brendan Norman	Chief Strategy Officer	Kuala Lumpur, Malaysia	2,748,555	Common	3.6%
Aernout Rents Bok	Director	Penang, Malaysia	Nil	n/a	Nil%

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

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#### 9. Certification:

Date: April 6, 2023

Name of Certifying CEO or CFO: Liong Fook Weng

Title: CFO

Signature: "/s/ LIONG FOOK WENG"

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