

OTCQB Certification

I, Patricia Madaris, VP Finance & CFO of Liberty Star Uranium & Metals Corp. ("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		<u>LBSR</u>
The data in this chart is as of:		<u>1.31.2022</u>
Shares Authorized (Common)	(A)	<u>24,800,000</u>
Total Shares Outstanding	(B)	13,458,752
Number of Restricted Shares ¹	(C)	3,277,914
Unrestricted Shares Held by Officers, Directors, 10% Control Persons & Affiliates	(D)	2,729,250
Public Float: <i>Subtract Lines C and D from Line B</i>	(E)	7,451,588
% Public Float: <i>Line E Divided by Line B (as a %)</i> ²	(F)	45%
Number of Beneficial Shareholders of at least 100 shares ³	(G)	<u>105</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:

☐ 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.)
4.25.2021	71,500	74,360 Including 8% interest At 180 days	4.25.2023	25% discount to variable market price beginning 180 days from issuance. Lowest average 5 VWAP our of prior 10 days.	0.00	275,407 (5)	Sixth St. Lending LLC. Curt Kramer	Loan /CPN
2.7.2022	74,800	77,792 Including 8% interest At 180 days	2.7.2023	25% discount to variable market price beginning 180 days from issuance. Lowest average 5 VWAP our of prior 10 days.	0.00	288,119 (5)	Sixth St. Lending LLC. Curt Kramer	Loan /CPN
12.21.21	55,000	57,200 Including 8% interest At 180 days	12.21.2022	25% discount to variable market price beginning 180 days from issuance. Lowest average 5 VWAP our of prior 10 days.	0.00	211,852 (5)	Sixth St. Lending LLC. Curt Kramer	Loan /CPN
11.16.2021	60,500	62,920 Including 8% interest	11.16.2022	25% discount to variable market price beginning 180 days from issuance. Lowest average 5	0.00	233,037	Sixth St. Lending LLC. Curt Kramer	Loan /CPN

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.

		At 180 days		VWAP our of prior 10 days.				
10.8.2021	69,300	71,820 Including 8% interest At 180 days	10.8.2022	25% discount to variable market price beginning 180 days from issuance.Lowest average 5 VWAP our of prior 10 days.	242,690	Fully converted	Geneva Roth Remark Holdings Inc. Curt Kramer	Loan CPN
Sept. 15,2021	132,351	Put completed Sept. 2021	12.31.2022	25% discount to lowest daily volume-weighted average price of the Company's common stock during the 5 business days immediately prior to the date of closing of each separate purchase installment	490,196	This Put fully paid	Triton Funds S1	ELOC
May 11, 2021	53,000	55,120 Including 8% interest At 180 days	May 11, 2022	25% discount to variable market price beginning 180 days from issuance.Lowest average 5 VWAP our of prior 10 days.	242,025	Fully converted	Redstart Holdings Curt Kramer	Loan CPN
April 23, 2021	63,000	65,520 Including 8% interest At 180 days	April 33, 2022	25% discount to variable market price beginning 180 days from issuance.Lowest average 5 VWAP our of prior 10 days	161,190	Fully converted	Redstart Holdings Curt Kramer	Loan CPN
October 20,2020	93,500	97,240 Including 8% interest	October 20, 2021	25% discount to variable market price beginning 180 days from issuance.Lowest average 5	132,350	Fully converted	Redstart Holdings Curt Kramer	Loan CPN

		At 180 days		VWAP our of prior 10 days				
Total Outstanding Balance:		\$272,272 to be converted	Total Shares:		1,268,451	1,008,415		
		\$419,531 Fully converted			Fully converted	To be converted		

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

S1 included to show funds received for 1st put. S1 availble until December 31, 2022 with \$867,649 remaining on up to \$1,000,000 facility.

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.

Patricia Madaris, CFO
Liberty Star Uranium & Metals Corp.
520-561-7033

Firm Name: Doug Sharp, CPA,
Consultant Email: Doug@SharpCPA.net
Phone Number: 480-748-9367
Contact Name: Doug Sharp

Firm Name: Frasca, Joiner, Goodman & Greenstein, PC Address:
4750 Table Mesa Drive, Boulder, CO 80305
Email: jons@frascona.com -www.frascona.com
Phone Number: 303-494-3000
Contact Name: Jon Sargent or Gary Joiner

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".

(Internal) Investor Relations Representative

Tracy Myers
520-425-1433

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
President, Brett Gross	2 E. Congress St. Ste. 900 Tucson, AZ 85701	2,342,413(4) 1,532,203 Stock -810,210 Warrants	16.42%
Chairman of the Board, Sec. Treas. Pete O'Heeron	2 E. Congress St. Ste. 900 Tucson, AZ 85701	1,572,693(3) 1,040,311 Stock 14,000 Options 518382 Warrants	11.24%
VP Finance & CFO, Patricia Madaris	2 E. Congress St. Ste. 900 Tucson, AZ 85701	4500 (2) 4500 Options	*
Director, Boyd Gordon	2 E. Congress St. Ste. 900 Tucson, AZ 85701	159,646 (5) 86,431 Stock 30,000 Options 43,215 Warrants	1.18%
Director, Bernard Guarnera	2 E. Congress St. Ste. 900 Tucson, AZ 85701	30,000 (2) 30,000 Options	*
Director, Gene Streety	2 E. Congress St. Ste. 900 Tucson, AZ 85701	33,230 (7) 3,230 Stock 30,000 Options	*
Director, W. Bradley Munroe	2 E. Congress St. Ste. 900 Tucson, AZ 85701	122,033 (6) 67,075 Stock 24,958 Warrants 30,000 Options	1.21%
Directors and Executive Officers as a Group (7 persons)	2 E. Congress St. Ste. 900 Tucson, AZ 85701	4,264,515 2,729,250 Stock	28.44%
Class A Limited to Board	Each share of Class A Stock is entitled to 200 votes.	200 shares of Class A stock are authorized	Percentage of Class of Shares Owned
President, Brett Gross	2 E. Congress St. Ste. 900 Tucson, AZ 85701	51	26%
Chairman of the Board, Sec. Treas.	2 E. Congress St. Ste. 900 Tucson, AZ 85701	51	26%

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

- (1) Based on 13,458,752 shares of common stock issued and outstanding as of May 3, 2022. Beneficial ownership is determined in accordance with the rules of the SEC and generally includes voting or investment power with respect to securities. Except as otherwise indicated, we believe that the beneficial owners of the common stock listed above, based on information furnished by such owners, have sole investment and voting power with respect to such shares, subject to community property laws where applicable.
- (2) This amount includes incentive or non-qualified stock options that are currently exercisable or exercisable within 60 days.
- (3) This amount includes 14,000 incentive stock options and 518,382 common stock purchase warrants that are currently exercisable or exercisable within 60 days.
- (4) This amount includes 810,210 common stock purchase warrants that are currently exercisable or exercisable within 60 days.
- (5) This amount includes 30,000 non-qualified stock options, and 43,215 common stock purchase warrants that are currently exercisable or exercisable within 60 days.
- (6) This amount includes 67,075 shares of common stock, 30,000 stock options and 24,958 purchase warrants that are currently exercisable or exercisable within 60 days.
- (7) The amount includes 3,230 shares of common stock and 30,000 stock options.

* less than 1%

9. Certification:

Date: 05/24/2022

Name of Certifying CEO or CFO: Patricia Madaris

Title: CFO

Signature: /s/ Patricia Madaris

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