



OTCQB Certification

I, Laurie Holcomb, Chief Executive Officer of Gold Flora Corporation ("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: GRAM		As of (date): August 2, 2024
Shares Authorized	(A)	450,000,000
Total Shares Outstanding	(B)	287,644,766
Number of Restricted Shares ¹	(C)	69,156,676
Unrestricted Shares Held by Officers, Directors, 10% Control Persons & Affiliates	(D)	4,031
Public Float: <i>Subtract Lines C and D from Line B</i>	(E)	218,484,059
% Public Float: <i>Line E Divided by Line B (as a %)</i> ²	(F)	75.96%
Number of Beneficial Shareholders of at least 100 shares ³	(G)	1,448

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 (\$) July 31 (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.)
07/06/2023	\$10,210,798	\$10,300,345.80	12/31/2025	Conversion price of \$0.7549	0	13,644,650	Hadron GF Holdco, Inc.	Acquisition finance
07/06/2023	\$6,162,101.48	\$6,256,344.59	12/31/2025	Conversion price of \$0.7549	0	8,287,647	Hadron GF Holdco, Inc.	Acquisition finance
07/06/2023	6,142,189.12	\$6,241,418.36	12/31/2025	Conversion price of \$0.7549	0	8,267,875	Hadron GF Holdco, Inc.	Acquisition Finance
Total Outstanding Balance:		\$22,798,108.74		Total Shares:	0	30,200,172		

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

Details on Convertible Debentures				
Principal Amount at Issuance (\$)	Outstanding Balance (\$) June, 30 2024	Accrued Interest(\$) July 31, 2024	Outstanding Balance (\$) July 31, 2024 Plus accrued interest)	# of Potential Shares to be Issued Upon Conversion Based on July. 31, 2023 Balance
\$10,210,798.00	\$10,232,131.58	\$ 68,214.21	\$ 10,300,345.80	13,644,650
\$6,162,101.48	\$6,214,911.84	\$42,432.75	\$6,256,344.59	8,287,647
\$6,142,189.12	\$6,200,084.46	\$41,333.90	\$6,241,418.36	8,267,875
	\$22,647,127.89	\$150,980.85	\$22,798,108.74	30,200,172

The individual with voting/investment control in Hadron GF Holdco, Inc. is Andrea Oriani:

- Primary phone number +1 345 325-3486
- Alternatane phonenumber +44 20 7469 5918
- dMail address ao@hadroncapital.co.

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.

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.)

- With respect to the Fiscal 2023 annual report : Robert A. Petitt of Blank Rome LLP (formerly of Burns Levison LLP) and Judith Schvimmer, Chief Legal Officer of Gold Flora Corporation
- With respect to the 2024 8K, DEFA 14A, and 10-K: Robert A. Petitt of Blank Rome LLP (formerly of Burns Levison LLP), Sheeri Altshuler of Aird & Berlis LLP, and Judith Schvimmer, Chief Legal Officer of Gold Flora Corporation

Ongoing Disclosure and Administrative Services: 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."

Blank Rome LLP125 High Street
Boston, MA 02110
Robert A. Petitt
Preparation of the Gold Flora Schedule 10K filed on April 5, 2024; Schedule 10-Q filed on May 15, 2024; Schedule

Aird & Berlis LLP
Brookfield Place, 181 Bay Street, Suite 1800
Toronto, Canada M5J 2T9
Sherri M. Altshuler

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."

MATTIO Communications, LLC
4515 Waldo Ave.
Bronx, NY 10471
Rob Kelley
+1 416-992-4539
rob@mattio.com

MATTIO Communications, LLC is a market-making agency that specializes in media and investor relations, social media, thought leadership, influencer marketing, event production, and search engine optimization.

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	Position/compa	City and State	Number of	Class of	Percentage
------	----------------	----------------	-----------	----------	------------

(First, Last)	ny affiliation (ex: CEO, 5% control person)	(And Country if outside US)	Shares Owned (List common, preferred, warrants and options separately)	shares owned	of Class of Shares Owned (undiluted)
Michael Lau (various entities)	Director	Fairfield, Connecticut	1,116,123	Common Shares	0.52%
Heather Molloy	Director	Bronxville, New York	0		0
Jeffery Sears	Director	Chula Vista, California	0		0
Mark Castaneda	Director	Carlsbad, California	160,500	Common Shares	0.06%
Mark Castaneda	Director	Carlsbad, California	8,375	RSUs	6.76%
Albert Foreman	Director	New York, New York	4,160,047	Common Shares	1.450%
Albert Foreman	Director	New York, New York	8,375	RSUs	6.76%
Laurie Holcomb (Gold Flora Capital LLC)	Director, Chief Executive Officer	Huntington Beach, California	56,759,248	Common Shares	19.73%
Marshall Minor	Chief Financial Officer	Irvine, California	304,660	Common Shares	0.11%
Judith Schvimmer	Chief Legal Officer	Petaluma, California	143,052	Common Shares	0.05%
Rozlyn Lipsey	Chief Operating Officer	Corona del Mar, California	147,872	Common Shares	0.05%
Greg Gamet	Chief Compliance Officer	Denver, Colorado	2,517,101	Common Shares	0.88%
GRHP Investment LLC – Rich Brown	5% Control Person	San Jose, California	23,167,744	Common Shares	8.058%

Use the space below to provide any additional details, including conversion terms of any class of the issuer's equity securities: The following table provides details on options and warrants that are vested and exercisable as of August 2, 2024 plus 60 days. This table does not include publicly traded options issued by TPCO Holding Corp.or its predecessor company listed under the ticker GRAM.WT.U and with an exercise price of \$11.50 which is sufficiently out-of-the-money such that these options cannot reasonable be converted into shares within the next 60 days

Name (First, Last)	Number of options	Vested Options	Number of warrants	Vested Options or Warrants Exercisable into the below number of shares	Exercise Price (USD)
Michael Lau - Options	500,000	204,545	0	204,545	\$0.112
Michael Lau - Warrants (Luau 01 LLC)	0		22,341	22,341	\$1.000
Heather Molloy	0	0	0	0	
Jeffery Sears	0	0	0	0	
Mark Castaneda	0	0	0	0	
Albert Foreman	0	0	0	0	
Laurie Holcomb	1,800,000	736,363	0	736,363	\$0.112
Marshall Minor	1,000,000	409,090	0	409,090	\$0.112
Judith Schwimmer	1,000,000	409,090	0	409,090	\$0.112
Greg Gamet	1,000,000	409,090	0	409,090	\$0.112
Mark Russ	1,000,000	409,090	0	409,090	\$0.112
Phillip Hague	1,000,000	409,090	0	409,090	\$0.112
Rozlyn Lipsey	1,000,000	409,090	0	409,090	\$0.112

9. Certification:

Date: Sep-11-2024 | 11:58 PDT

Certifying CEO or CFO

Name: Laurie Holcomb

Title: Chief Executive Officer

DocuSigned by:

Laurie Holcomb

F4891F1F8E32428

Signature: X _____
(Digital Signatures should appear as "/s/ [OFFICER NAME]")