

## OTCQB Certification

I, Mary Montgomery of Wallbridge Mining Company Limited (“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:

**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 with the SEC

- 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 the state or jurisdiction 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>WLBMF</u>	_____	As of (date): <u>May 10, 2024</u>
Shares Authorized	(A)	<u>Unlimited</u>	_____	<u>May 10, 2024</u>
Total Shares Outstanding	(B)	<u>1,016,249,538</u>	_____	<u>May 10, 2024</u>
Number of Restricted Shares <sup>1</sup>	(C)	<u>N/A</u>	_____	<u>May 10, 2024</u>
Unrestricted Shares Held by Officers, Directors, 10% Control Persons & Affiliates	(D)	<u>174,238,123</u>	_____	<u>May 10, 2024</u>
Public Float: <i>Subtract Lines C and D from Line B</i>	(E)	<u>842,011,415</u>	_____	<u>May 10, 2024</u>
% Public Float: <i>Line E Divided by Line B (as a %)</i> <sup>2</sup>	(F)	<u>82.85%</u>	_____	<u>May 10, 2024</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.



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.)

The Company's primary legal counsel is Colin Burn of Stikeman Elliott LLP. Neither Colin Burn nor Stikeman Elliott assisted with preparation of the Company's most recent annual report.

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."

Sean Stokes, 60 Parkdale Rd., Toronto, Ont. M6R 1E2. Consultant providing Corporate Secretarial services to the Company.

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."

Strat Advice, 2357 Ventura Dr., Oakville, Ont. L6L 3H1, Victoria Vargas, full-service Investor Relations programming.

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.

**For beneficial shareholders that 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. If the corporate entity is a publicly traded company, provide the company's trading symbol and market.

**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, the nominee account does not need to be included in the table below.

**For issuers exempt from registration under Exchange Act Rule 12g3-2(b):** Complete the table below with the information described above for Officers, Directors and 10% Control Persons.

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,	Class of shares owned	Percentage of Class of Shares Owned (undiluted)
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			<b>warrants and options separately)</b>		
Eric Sprott	>10% Control Person	Toronto, Ont. Canada	165306752	common	16.27
Tony Makuch	Director	Richmond Hill, Ont. Canada	952,981	common	0.09
			1,509,000	options	5.80
			897,583	DSUs	12.83
Alar Soever	Director	Thornbury, Ont. Canada	2,611,705	common	0.26
			1,320,300	options	5.07
			477,754	DSUs	6.83
Danielle Giovenazzo	Director	Montreal, Que. Canada	30,000	common	0.003
			1,259,312	options	4.84
			278,896	DSUs	3.99
Janet Wilkinson	Director	Oakville, Ont. Canada	903,400	common	0.09
			1,306,300	options	5.02
			756,539	DSUs	10.81
Michael Pesner	Director	Montreal, Que. Canada	719,296	common	0.07
			1,306,300	options	5.02
			791,066	DSUs	11.3
Jeffery Snow	Director	Toronto, Ont. Canada	135,135	common	0.01
			1,326,300	options	5.10
			705,124	DSUs	10.08
Brian Christie	Director	Selby, Ont. Canada	430,000	common	0.04
			1,603,100	options	6.16
			393,239	DSUs	5.62
Brian Penny	Director/CEO	Markham, Ont. Canada	1,710,352	common	0.17
			2,687,200	options	10.33
Mary Montgomery	CFO	Sudbury, Ont. Canada	988,489	common	0.10
			853,400	options	3.28
Sean Stokes	Corporate Secretary	Toronto, Ont. Canada	450,013	common	0.04
			394,100	options	1.51

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: 5/10/2024

Name of Certifying CEO or CFO: Mary Montgomery

Title: Chief Financial Officer

Signature: "/s/ [Mary Montgomery]"

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