

**OFFICER'S CERTIFICATE
UNDER SECTION 2.20 OF NATIONAL INSTRUMENT 54-101 -
COMMUNICATION WITH BENEFICIAL OWNERS
OF SECURITIES OF A REPORTING ISSUER**

OF

**PODA HOLDINGS, INC.
(the "Company")**

RE: Special Meeting of Shareholders of the Company to be held on June 22, 2022 (the "**Meeting**") - Abridged Times set forth in Sections 2.2(1) or 2.5(1) of National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("**NI 54-101**")

I, Ryan Selby, the President and Chief Executive Officer of the Company, report and certify on behalf of the Company as an officer of the Company, and not in my personal capacity and without personal liability, that, as of the date of this Certificate:

- (a) in accordance with the requirement set out in section 2.20(a) of NI 54-101, arrangements have been made to have the "proxy-related materials" (as such term is defined in NI 54-101) for the Meeting sent in compliance with the applicable timing requirements in sections 2.9 and 2.12 of NI 54-101;
- (b) in accordance with the requirement set out in section 2.20(b) of NI 54-101, arrangements have been made to carry out all of the requirements of NI 54-101 in addition to those described in paragraph (a) above; and
- (c) the Company is relying upon section 2.20 of NI 54-101 in connection with the Meeting.

This Certificate is issued by the Company pursuant to section 2.20 of NI 54-101 on May 17, 2022.

PODA HOLDINGS, INC.

"Ryan Selby"

Ryan Selby
President and Chief Executive Officer