

OFFICER'S CERTIFICATE

The undersigned authorized officer of XTM Inc. (the “**Company**”) hereby represents, warrants and certifies as follows, with the understanding that Securities Law USA, PLLC will rely on this certificate in providing a Letter of Introduction to OTC Markets Group Inc. certifying that the Company meets certain prescribed requirements for admission of its common shares (“**Shares**”) for trading on the OTCQB Market:

1. The Company’s Shares are listed for trading on the Canadian Securities Exchange (the “**Exchange**”), and the Company is not, and has not been, subject to any notice or order relating to the delisting, removal or suspension of the Shares from listing on the Exchange.
2. The Company qualifies as a “foreign private issuer”.

For this purpose, “**foreign private issuer**” means, as defined in Rule 405 of Regulation C under the U.S. Securities Act of 1933, as amended, a corporation or other organization incorporated or organized under the laws of any foreign country, **except** an issuer meeting the following conditions as of the last business day of its most recently completed second fiscal quarter:

- (1) More than 50 percent of the outstanding voting securities of such issuer are directly or indirectly owned by residents of the United States (including securities owned of record by persons having addresses in the United States and securities beneficially owned by persons having addresses in the United States who hold them through custodians, brokers, dealers, banks and other nominees (including CDS and DTC)); **and**
 - (2) Any of the following:
 - (a) A majority of the executive officers or directors of the issuer are United States citizens or residents;
 - (b) More than 50 percent of the assets of the issuer are located in the United States; or
 - (c) The business of the issuer is administered principally in the United States.
3. The Exchange is the Company’s primary trading market.

For this purpose, “**primary trading market**” means at least 55 percent of the trading in the Shares on a worldwide basis during the Company’s most recently completed fiscal year (or such shorter period that the Company’s Shares have been trading on the Exchange) took place in, on or through the facilities of the Exchange.

4. The Company has made publicly available on SEDAR all information that the Company is required to make publicly available in order to qualify for the Rule 12g3-2(b) exemption from registration under Section 12(g) of the United States Securities Exchange Act of 1934, as amended, and thus the Company is current and fully compliant in its obligations under Rule 12g3-2(b).

Note: The informational requirement of Rule 12g3-2(b) is satisfied if the issuer has published in English on SEDAR information that:

- (a) since the first day of its most recently completed fiscal year, the issuer:
 - (1) has made public or been required to make public pursuant to the laws of the country of its incorporation, organization or domicile,
 - (2) has filed or been required to file with the principal stock exchange in its primary trading market on which the securities are traded and which has been made public by that exchange, and
 - (3) has distributed or been required to distribute to its security holders; and
 - (b) is material to an investment decision regarding the subject securities (including such things as information concerning results of operations or financial condition, changes in business, acquisitions or dispositions of assets, the issuance, redemption or acquisition of securities, changes in management or control, the granting of options or the payment of other remuneration to directors or officers, and transactions with directors, officers or principal security holders).
5. The Company has posted through the OTC Disclosure & News Service via OTCIQ.com all information required to be made publicly available pursuant to Rule 12g3-2(b), with the exception of news releases, for the past two years or for such shorter time that the Company has been making filings on SEDAR.

Date: February 22, 2021



Print Name: Marilyn Schaffer
Print Title: CEO