

OTCQB Certification

I, [Robert Baumert], [CFO] of [Sonasoft 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 Profile displayed on www.otcmarkets.com is current and complete as of [10/1/2020] and includes the total shares outstanding, authorized, and in the public float as of that date.
4. The share information below is for the primary OTCQB traded security as of the latest practicable date:

Trading Symbol		<u>SSFT</u>
The data in this chart is as of:		<u>8/24/20</u>
Shares Authorized	(A)	<u>700,000,000</u>
Total Shares Outstanding	(B)	<u>468,224,242</u>
Number of Restricted Shares (SEE NOTE 1 BELOW)	(C)	<u>148,503,940</u>
Unrestricted Shares Held by Officers, Directors, 10% Control Persons & Affiliates	(D)	<u>173,229,991</u>
Public Float: <i>Subtract Lines C and D from Line B</i>	(E)	<u>229,925,241</u>
% Public Float: <i>Line E Divided by Line B (as a %)</i> (SEE NOTE 2 BELOW)	(F)	<u>49.1%</u>
Number of Beneficial Shareholders of at least 100 shares (SEE NOTE 3 BELOW)	(G)	<u>247</u>

NOTE 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.

NOTE 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.

NOTE 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. The company is duly organized, validly existing and in good standing under the laws of California in which the Company is organized or does business.

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.

SEC & Corporate Counsel:

Name: Bruce Methven
Firm: Methven & Associates
Address 1: 2232 Sixth Street
Address 2: Berkeley, CA 94710
Phone: (510) 649-4019
Fax: (510) 649-4024
Email: bmethven@methvenlaw.com

7. The following is a complete list of third party providers, including names and addresses, 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.

AUDITOR

Name: Iqbal Safdar
Firm: Thayer O'Neal Company, LLC
Address 1: 101 Parklane Blvd., Suite 201
Address 2: Sugar Land, Texas 77478
Phone: (281) 552-8430
Fax: (281) 552-8431
Email: isafdar@thayeroneal.com

Name & Address of the Transfer Agent

Name: Equiniti
Address 1: 3200 Cherry Creek Drive South, Suite 430
Address 2: Denver, CO 80209
Phone: (303) 282-4800
Fax: (303) 282-5800
Email: Karen.Naughton@equiniti.com

MFN Marketing LLC
702 Ash Street Unit 107
San Diego, CA 92101

Provision of copy for investor awareness programs and placement of said information in various media outlets.

8. 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	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	Name of Noteholder (entities must have individual with voting / investment control disclosed). ¹	Reason for Issuance (e.g. Loan, Services, etc.)
10/2/20	400,000	400,000	0	9/1/21	20% discount to next round with a \$100M cap	0	Phil & Michelle Vehorn	Loan
8/26/20	10,000	10,000	67	9/1/21	20% discount to next round with a \$100M cap	0	Scott Khanna	Loan
9/16/20	10,000	10,000	0	9/1/21	20% discount to next round with a \$100M cap	0	Melissa Su Koca	Loan
9/18/20	10,000	10,000	0	9/1/21	20% discount to next round with a \$100M cap	0	Owen T. Lewis	Loan

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

9/22/20	10,000	10,000	0	9/1/21	20% disc/\$100M cap	0	Philip T. Lewis	Loan
9/23/20	15,000	15,000	0	9/1/21	20% disc/\$100M cap	0	Joe Hess.	Loan
9/23/20	10,000	10,000	0	9/1/21	20% disc/\$100M cap	0	Matthew Byrnes	Loan
9/23/20	10,000	10,000	0	9/1/21	20% disc/\$100M cap	0	Kyle Walden.	Loan
9/23/20	10,000	10,000	0	9/1/21	20% disc/\$100M cap	0	Matthew Byrnes	Loan
9/29/20	10,000	10,000	0	9/1/21	20% disc/\$100M cap	0	Kyle Walden	Loan
8/31/20	100,000	100,000	667	9/1/21	20% disc/\$100M cap	0	Robert Baumert	Loan

9. Officers, Directors and 5% Control Persons

¹ 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.

The following is a complete list of Officers, Directors and 5% Control Persons (control persons are beneficial owners five percent (5%) or more of any class of the issuer's equity securities), including name, address, and number of shares owned. Options and 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	City and State (and Country if outside US)	Number of Shares Owned (list common, warrants and options separately)	Percentage of Class of Shares Owned
Officers & Directors			
Mike Khanna	San Jose, California	12,766,450 common, 10,927,808 options	2.7% of common, 11.8% of option pool
Robert Baumert	Saratoga, California	2,282,877 options	2.4% of option pool
Ankur Garg	San Jose, California	7,358,143 common, 313,897 preferred	1.6% of common, 16.2% of preferred
Jim Gilmer	San Francisco, California	2,225,000 common, 1,300,000 options	0.5% of common 1.3% of option pool
Kris Murthy	Fremont, California	0	0
Bruce Serpa	Gilroy, California	0	0
Paul Clauson	California	313,897 options	0.3% of option pool
Control Persons			
Dr. Romesh Japra	Fremont, California	150,880,398 common	32.2% of common,
HFY LLC (Khushi Jain)	Santa Clara California	268,829 preferred	13.9% of preferred
Frank Velasquez	Almaden, California	242,896 preferred	12.6% of preferred
Rhandawa Family Trust	Fremont California	113,499 preferred	5.9% of preferred
Ramesh Kumar	San Jose California	134,060 preferred	7.0% of preferred

10. Certification

Date: Oct. 2/20

Name of Certifying CEO or CFO: Robert Baumert

Title: CFO

Signature: 

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