

OTCQB Certification

I, Rob Baumert, CFO of Sonasoft Corp. ("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 (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 Dec 31, 2019 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		SSFT
The data in this chart is as of:		Dec, 31, 2019
Shares Authorized	(A)	700,000
Total Shares Outstanding	(B)	259,119,544
Number of Restricted Shares (SEE NOTE 1 BELOW)	(C)	183,388,983
Unrestricted Shares Held by Officers, Directors, 10% Control Persons & Affiliates	(D)	7,777,500
Public Float: <i>Subtract Lines C and D from Line B</i>	(E)	67,953,061
% Public Float: <i>Line E Divided by Line B (as a %)</i> (SEE NOTE 2 BELOW)	(F)	26.2%
Number of Beneficial Shareholders of at least 100 shares (SEE NOTE 3 BELOW)	(G)	319

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 CA_ 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.

Bruce Methven

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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.

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).	Reason for Issuance (e.g. Loan, Services, etc.)

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

9. Officers, Directors and 5% Control Persons

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/State	Affiliation
Mike Khanna - CEO	San Jose, CA	CEO, President and Director, holding 7,777,300 or 2.77% of Company's Common Stock and 44,891 or 1.28% of Company's Preferred shares.
Dr. Romesh K. Japra - Chairman of Board	San Jose, CA	Director, Chairman of the Board & Control Person holding 32,266,000 shares or approximately 11.5 % of Company's Common Stock, and 992,417 or 28.33% of Company's Preferred shares.
Ankur Garg - Director and CAIO	San Jose, CA	Chief of Artificial Intelligence holding 7,358,143 or 2.62% of Company's Common stock and 313,897 or 8.96% of Company's Preferred shares.
Vikas Agrawal - CIO	San Jose, CA	Chief Innovation Officer, holding 1,275,000 or 0.45% of common stock and 51,000 or 1.46% of company's Preferred Shares
Subhash Sachdeva - CFO	San Jose, CA	CFO, holding 5,100,000 or 1.82% of Company's Common stock and 20,800 or 0.59% of Company's Preferred shares.
Nand "Andy" Khanna - Director	San Jose, CA	Director and Control Person, holding 3,350,000 shares, or approximately 1.19% of Company's Common Stock, and 206,800 or 5.90% of Company's Preferred shares.
Frank Velasquez - Director	San Jose, CA	Control Person, holding 3,273,900 shares or approximately 1.17% of Company's Common Stock, and 242,896 or 6.93% of Company's Preferred shares.
Jim Gilmer - Secretary	San Jose, CA	Secretary holding 2,225,000 or 0.79% of Common stock.

10. Certification

Date: July 20, 2020

Name of Certifying CEO or CFO: Rob Baumert

Title: CFO

Signature:

