

QUALIFICATION CERTIFICATE

TO: **British Columbia Securities Commission**

AND TO: **Alberta Securities Commission**
 Ontario Securities Commission

The undersigned hereby certifies for and on behalf of Cypher Metaverse Inc. (the “**Corporation**”) that:

1. This certificate is delivered pursuant to Section 4.1(1)(a)(ii) of National Instrument 44-101 – *Short Form Prospectus Distributions* (“**NI 44-101**”).
2. The Issuer is an issuer qualified under Section 2.2 of NI 44-101 and National Instrument 44-102 – *Shelf Distributions* (“**NI 44-102**”) to file a prospectus in the form of a short form base shelf prospectus and is relying on same.
3. The Issuer satisfies the qualification criteria set forth in Section 2.2 of NI 44-101 and NI 44-102.
4. All of the material incorporated by reference in the preliminary short form base shelf prospectus and not previously filed is being filed with the preliminary short form base shelf prospectus.

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DATED as of September 28, 2022.

CYPHER METAVERSE INC.

By: (signed) "George Tsafalas"
Name: George Tsafalas
Title: President and Chief Executive Officer