

OTCQB Certification

I, Michael Campbell, CFO of Comera Life Sciences Holdings, Inc. (“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:

REGISTERED or REPORTING WITH THE SEC:

- Company is registered under Section 12(g) of the Exchange Act
 Company is reporting under Section 15(d) of the Exchange Act.
 Company is a bank that reports to a Bank Regulator under Section 12(i) of the Exchange Act
 Company is reporting under Regulation A (Tier 2)
 Other (describe) _____

EXEMPT FROM SEC REGISTRATION/NO SEC REPORTING OBLIGATIONS:

- Company is exempt from registration under Exchange Act Rule 12g3-2(b)
 Company is a bank that is non-SEC reporting but is current in its reporting to a Banking Regulator
 Company is reporting under the Alternative Reporting Company Disclosure Guidelines and is otherwise exempt from registration and not required to file periodic reporting

- 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.
- The company is duly organized, validly existing and in good standing under the laws of the state or jurisdiction in which the Company is organized or does business.
- The share information below is for the primary OTCQB traded security as of the latest practicable date:

US Trading Symbol:		CMRA	As of (date):
Shares Authorized	(A)	<u>150,000,000</u>	<u>11/8/2023</u>
Total Shares Outstanding	(B)	<u>30,737,796</u>	<u>11/8/2023</u>
Number of Restricted Shares ¹	(C)	<u>10,170,959</u>	<u>10/19/2023</u>
Unrestricted Shares Held by Officers, Directors, 10% Control Persons & Affiliates	(D)	<u>10,292,425</u>	<u>10/19/2023</u>
Public Float: <i>Subtract Lines C and D from Line B</i>	(E)	<u>10,272,412</u>	<u>10/19/2023</u>
% Public Float: <i>Line E Divided by Line B (as a %)</i> ²	(F)	<u>33.4%</u>	<u>10/19/2023</u>
Number of Beneficial Shareholders of at least 100 shares ³	(G)	<u>54</u>	<u>10/19/2023</u>

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.

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.

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. 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. **(If the note is no longer outstanding as of the current date, but was outstanding during the previously described period, the note must still be disclosed in the table below.):**

Check this box to confirm there were no promissory notes, convertible notes, or other convertible debt arrangements issued or outstanding at any point during this period.

Date of Note Issuance	Principal Amount at Issuance (\$)	Outstanding Balance (\$) (include accrued interest)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	# of Potential Shares to be Issued Upon Conversion ⁴	Name of Noteholder (entities must have individual with voting / investment control disclosed). ⁵	Reason for Issuance (e.g., Loan, Services, etc.)
5/19/22	4,305,389	4,322,866	N/A	Conversion price of \$12.56 per share	0	310,153	Maxim Group LLC	Underwriting services
Total Outstanding Balance:		4,322,866		Total Shares:	0	310,153		

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

The Maxim shares represent Series A Preferred Stock, which is convertible into common stock at the option of the holder. The shares cannot be converted into more than 19.99% of outstanding common stock. Quarterly dividends accrue quarterly at 8%, increasing 2% per annum quarterly starting December 31, 2023 up to a maximum of 18%.

6. Disclosure and Administrative Service Providers:

Annual Report Preparation:

List any law firm(s) and attorney(s) (including internal counsel) that acted as the Company's primary legal counsel in preparing its most recent annual report. (If no attorney assisted in putting together the disclosure, identify the person(s) who prepared the disclosure and their relationship to the company.)

Foley Hoag LLP

Ongoing Disclosure and Administrative Services:

List any other attorney or service provider, if different than the primary legal counsel listed above, that assisted the company during the prior fiscal year on any matter related to preparation of company disclosure documents, corporate actions and activities related to submission of a Form 211 or OTC Markets' Application. **Please include the following items in this list: firm name, firm address, primary contact name and description of services provided.** If none, please state "None."

⁴ The total number of shares that can be issued upon full conversion of the Outstanding Balance. The number should not factor any "blockers" or limitations on the percentage of outstanding shares that can be owned by the Noteholder at a particular time. For purposes of this calculation, please use the current market pricing (e.g. most recent closing price, bid, etc.) of the security if conversion is based on a variable market rate.

⁵ 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.

None

7. Investor Relations Providers:

The following is a complete list of third-party providers 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, stock promotion, or any other related services to the Company. **Please include the following items in this list: firm name, firm address, primary contact name and description of services provided.** If none, please state "None."

Continental Stock Transfer and Trust (Transfer Agent) - 1 State St 30th floor, New York, NY 10004; Doug Reed
ICR Inc. (Investor and Public Relations) – 132 Chief Justice Cushing Highway Suite 70, Cohasset, MA 02025; John Woolford
Global Shares (Equity Plan Manager) – 575 Washington Blvd, Jersey City, NJ 07310; Anthony Marrone

8. Officers, Directors and 5% Control Persons:

The following is a complete list of Officers, Directors and 5% Control Persons (control persons are beneficial owners of five percent (5%) or more of any class of the issuer's equity securities). Preferred shares, options, 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. If the corporate entity owning 5% or more does not have a person(s) owning or controlling it, provide a note explaining why. For nominee accounts owning 5% or more, provide the name of the 5% beneficial shareholder for this account. If there are no beneficial shareholders of 5% or more behind a nominee account, add a note confirming this.**

Name (First, Last)	Position/company affiliation (ex: CEO, 5% control person)	City and State (And Country if outside US)	Number of Shares Owned (List common, preferred, warrants and options separately)	Class of shares owned	Percentage of Class of Shares Owned (undiluted)
Jeffrey Hackman	CEO	Concord, MA	Common: 47,600 Options: 262,399	Common	0.2%
Michael Campbell	CFO	Duxbury, MA	Common: 25,000 Options: 178,125	Common	0.1%
Robert Mahoney	CSO	Byfield, MA	Common: 124,576 Options: 16,727	Common	0.5%
James Sherblom	Board Member	Concord, MA	Common: 452,244 Options: 217,787 Warrants: 162,162	Common	1.7%

Edward Sullivan	Board Member	Charlestown, RI	Common: 19,665 Options: 275,648 Warrants: 21,958	Common	0.1%
Roopom Banerjee	Board Member	Lexington, MA	Common: 28,956 Options: 270,937 Warrants: 40,540	Common	0.1%
Kirsten Flowers	Board Member	Englewood, CO	Common: 22,199 Options: 246,031 Warrants: 27,026	Common	0.1%
William Wexler	Board Member	Westport, CT	Common: 17,698 Options: 162,789 Warrants: 50,000	Common	0.1%
David Soane	5% Control Person	Incline Village, NV	Common: 3,703,341 Warrants: 698,800	Common	14.6%
Charles Cherington	5% Control Person	Brookline, MA	Common: 5,449,375 Warrants: 6,620,960	Common	19.1%
Shameek Konar	5% Control Person	Houston, TX	Common: 1,001,06 Warrants: 513,447	Common	3.5%
John Halpern	5% Control Person	West Palm Beach, FL	Common: 1,008,169 Warrants: 772,153	Common	3.5%
Phoenix Venture Partners (Avinash Kant)	5% Control Person	Dublin, CA	Common: 3,052,835	Common	12.5%
IAF LLC (Edward Bennett)	5% Control Person	Charleston, SC	Common: 2,506,915 Warrants: 2,156,031	Common	8.6%
Denny Family Partners II, LLC (George Denny)	5% Control Person	Key Largo, FL	Common: 969,049 Warrants: 742,813	Common	3.4%
Freebird Partners LP (Curtis Huff)	5% Control Person	Houston, TX	Common: 1,214,452 Warrants: 1,256,689	Common	4.1%

Use the space below to provide any additional details, including conversion terms of any class of the issuer's equity securities:

Ownership percentage represents common stock held, undiluted by any warrants that have not been exercised.

9. Certification:

Date: 11/15/2023

Name of Certifying CEO or CFO: Michael Campbell

Title: CFO

Signature: /s/ MICHAEL CAMPBELL
(Digital Signatures should appear as "/s/ [OFFICER NAME]")