OTCQB Certification

I, Alex Minicucci, CEO of SpendSmart Networks, Inc. ("the Company"), certify that:

a. The Company is registered with the SEC or exempt from SEC registration as indicated below (check one):
- ☐ Company is registered under Section 12g 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
- ☒ Other (describe) Section 15(d) of the Exchange Act

b. 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.

c. The Company Profile displayed on www.otcmarkets.com is current and complete as of May 7, 2015 and includes the total shares outstanding, authorized, and in the public float as of that date.

d. The following is a complete list of attorney(s) and law firm(s) who advised or assisted in the preparation of the Company's most recent annual report, including in-house counsel: (If no attorney assisted in putting together the disclosure, indicate the person or persons who prepared the disclosure and their relationship to the company.)

Seth Rubin, Ron Ben-Bassat: Ruskin, Moscou, Faltischek, 1425 RXR Plaza, East Tower, 15th Floor, Uniondale, NY 11556

e. The following is a complete list of third party providers, including names and addresses, engaged by the Company, its officers, directors or controlling shareholders, during the period from the Company's prior fiscal year end to the date of this OTCQB Certification, to provide investor relations services, public relations services, or other related services to the Company including promotion of the Company or its securities:

None

f. Listed below are the names, legal addresses and % of shares owned by all Officers, Directors and Control Persons (control persons are beneficial owners of more than five percent (5%) of any class of the issuer's equity securities). If any of the beneficial shareholders are corporate shareholders, the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders must also be included.

Name	Address (City and State only)	% Shares Owned
Alex Minicucci	805 Aerovista Pl, Suite 205, San Luis Obispo, CA 93401	12.4
David Horin	3300 Irvine Ave, Suite 350, Newport Beach, CA 92660	0
Charles Gerencser	805 Aerovista Pl, Suite 205, San Luis Obispo, CA 93401	.12
Joe Proto	805 Aerovista Pl, Suite 205, San Luis Obispo, CA 93401	.9
Isaac Blech	805 Aerovista Pl, Suite 205, San Luis Obispo, CA 93401	4.5
Jerold Rubinstein	805 Aerovista Pl, Suite 205, San Luis Obispo, CA 93401	0
Chris Leong	805 Aerovista Pl, Suite 205, San Luis Obispo, CA 93401	4
John Eyler	805 Aerovista Pl, Suite 205, San Luis Obispo, CA 93401	.1

Cary Sucoff	805 Aerovista Pl, Suite 205, San Luis Obispo, CA 93401	.1
Pat Kolenik	805 Aerovista Pl, Suite 205, San Luis Obispo, CA 93401	.2
Tim Boris	805 Aerovista Pl, Suite 205, San Luis Obispo, CA 93401	0

Date: 5/8/15

Name of Certifying CEO or CFO: Alex Minicucci

Title: CEO

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