OTC Markets

OTCQB Certification

I, Donald Weinstein, CFO of AudioEye, Inc. ("the Company"), certify that:

a. The Company is registered or required to file periodic reporting with the SEC or is exempt from SEC registration as indicated below (check one):
- ☐ 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.
- ☐ Other (describe) _____

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 July 18, 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.)

Constantine Potamianos, General Counsel, AudioEye, Inc.
David Ficksman, Outside Counsel, Troy Gould,

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:

Jerry Falkner, RJ Falkner & Co, Inc., POBox 310, Spicewood, TX 78669

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
David Moradi	Anthion Management LLC, 379 West Broadway, NY, NY 10012	9.99
Dr. Carr Bettis	5210 E. Williams Circle, Suite 500, Tucson, Arizona 85711	7.55
Nathaniel Bradley	5210 E. Williams Circle, Suite 500, Tucson, Arizona 85711	12.78
Sean Bradley	5210 E. Williams Circle, Suite 500, Tucson, Arizona 85711	8.96
Anthony Coelho	51 Baltimore Ave, #2 Rehoboth Beach, DE 19971	Less than 1%
Constantine Potamianos	5210 E. Williams Circle, Suite 500, Tucson, Arizona 85711	Less than 1%
Ernest Purcell	Houlihan Lokey, Inc., 1395 Brickell Ave, Suite 1130, Miami,	5.48

	FL 33131	
Edward Withrow III	Huntington Chase Financial Group, LLC 1327 Ocean Ave, Suite M, Santa Monica, CA 90401	Less than 1%
Donald Weinstein	5210 E. Williams Circle, Suite 500, Tucson, Arizona 85711	Less than 1%

Date: July 20, 2015

Name of Certifying CEO or CFO: Donald Weinstein

Title: CFO

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