

OTCQB Certification

I, John Hall, Chief Executive Officer of Greenwood Hall, 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 12/30/2015 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.)

Ann Lawrence, Esq.
DLA Piper LLP
2000 Avenue of the Stars
Suite 700, North Tower
Los Angeles, California 90067

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:

Financial Profiles, 11601 Wilshire Blvd, Suite 1920, Los Angeles, CA 90025
Ignite Capital Partners, 621 15th Street, First Floor, Santa Monica, CA 90402
Vista Partners, 516 SW 13th Street, Suite 201, Bend, OR 97702
Uptick Capital, LLC, 30 Morgan Street, Stamford, CT 06905
BMO Capital Markets Corp., 3 Times Square, 27th Floor, New York, NY 10036
Roth Capital Partners, 11150 Santa Monica Blvd, Suite 480, Los Angeles, CA 90025
RK Equity Advisors, 1345 Avenue of the Americas, 2nd Floor, New York, NY 10105

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
John Hall, Ed.D.	Los Angeles, California	52.25%

Date: 12/30/2015

Name of Certifying CEO or CFO: John Hall

Title: CEO

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