OTC Markets

OTCQB Certification

I, Jana Alfinger Bell, CFO of RMG Networks Holding Corporation ("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) Listed on Nasdaq

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 March 31, 2016 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.)

Jason Simon and Ameer Ahmad of Greenberg Traurig, plus Robert Robinson, in-house General Counsel

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:

Tall Grass Public Relations, 4912 South Technopolis Dr., Soux Falls, SD 57106; Hayden IR, 1441 Broadway, 3rd Fl, New York, NY 10018 and 15879 N. 80th St., Suite 400, Scottsdale, AZ 85260 (two addresses)

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
Robert Michelson, CEO	136 Beach Road Glencoe, IL 60022	1.1
Jana Ahlfinger Bell, CFO	305 Falcon Court Coppell, TX 75019	Less than 1%
Gregory Sachs, Chairman of the Board	1890 Robinwood Lane Riverwoods, IL 60015	28
Donald R. Wilson, JR.	550 W. Dickens Chicago, IL 60614	37.8
PAR Investment Partners, L.P. (Edward L. Shapiro)	One International Place Suite 2401 Boston, MA 02110	8.1
Alan Swimmer	123 Timber Lane Glencoe, IL 60022	Less than 1%

Marvin Shrear	206 Winnetka Avenue Kenilworth, IL 60043	Less than 1%
Jeffrey Hayzlett ---------- Jonathan Trutter	12 West 29th Street New York, NY 10001 ---------- 1333 Fox Acres Drive Las Vegas, NV 89134	Less than 1% ---------- Less than 1%

Date: April 1, 2016

Name of Certifying CEO or CFO: Jana Alfinger Bell

Title: CFO

Signature: /s/ Jana Alfinger Bell
(Digital Signatures should appear as "/s/ [OFFICER NAME]")