OTC Markets

OTCQB Certification

I, F. John Stark, III, Chief Financial Officer of Telkonet, 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 12/31/2015 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.)

Whyte, Hirschboeck, Dudek, S.C 550 E Wells St Ste 1900 Milwaukee, WI 53202; Kate L. Bechen

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:

IssuerDirect 500 Perimeter Park Dr. Ste D, Morrisville, NC 27560
Broadridge Corporate Issuer, 1717 Arch St, Suite 1300, Philadelphia, PA 19103
Hayden IR, LLC, 15879 N. 80th Street, Suite 400, Scottsdale, AZ 85260
Core Creative, Inc, 600 W Virginia St, Suite 700, Milwaukee, WI 53201
Equisolve, Inc., 2455 E Sunrise Blvd., Suite 1201, Fort Lauderdale, FL 33304

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
William Davis	29 Glen Green, Winchester, MA 01890	less than 1%
Timothy Ledwick	66 Merry Lane, Weston, CT 06883	less than 1%
Kellogg L Warner	1508 Gibbons Dr., Alameda, CA 94501	less than 1%
Jeffrey P Andrews	5 Francis Circuit, Winchester, MA 01890	less than 1%
Jason Tienor	1031 Fieldridge Ct., Waukesha, WI 53188	2.2%
F. John Stark III	N30 W29401 Hillcrest Dr.,	0

	Pewaukee, WI 53072	
Jeffrey Sobieski	S69 W18011 Muskego Dr., Muskego, WI 53150	2.2%
Matthew Koch	3236 Tanglewood Dr. Waukesha, WI 53189	less than 1%
Gerrit Reinders	3320 W. Hickory Road, Thiensville, WI 53092	less than 1%
Bard Associates, Inc.	135 South LaSalle St. Suite 3700 Chicago, IL 60603	12.5%

Date: 04/28/2016

Name of Certifying CEO or CFO: F. John Stark III

Title: CFO

Signature: "/s/F.John Stark III
(Digital Signatures should appear as "/s/ [OFFICER NAME]")