OTC Markets

OTCQB Certification

I, Richard H. Gross, Chief Financial Officer of Midwest Energy Emissions Corp. ("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 (mark the box below that applies with an "X"):

[X] 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 May 5, 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.)

David M. Kaye
Kaye Cooper Fiore Kay & Rosenberg, LLP

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:

See Attached

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
See Attached		

Date: May 5, 2016

Name of Certifying CEO or CFO: Richard H. Gross

Title: CFO

Signature: /s/Richard H. Gross
(Digital Signatures should appear as "/s/ [OFFICER NAME]")

THIRD PARTY PROVIDORS

1. Bristol Capital, Ltd.
   250 Rodinea Road
   2nd Floor
   Vaughan, ON L6A 4P5
   CANADA

2. Zachs Investments Research, Inc.
   10 South Riverside Plaza
   Suite 1600
   Chicago, IL 60606-3830

3. Transformity Media, Inc.
   6116 Rosemont Circle
   North Bethesda, MD 20852

ITEM 12 - SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The following table sets forth certain information regarding the beneficial ownership of our shares of common stock as of April 20, 2016, by: (a) our directors; (b) each other person who is known by us to own beneficially more than 5% of our outstanding shares of common stock; (c) the executive officers named in the Summary Compensation Table; and (d) all of our executive officers and directors as a group. The percentages in the table are calculated on the basis of the amount of outstanding securities plus securities deemed outstanding pursuant to Rule 13d-3(d)(1) under the Securities Exchange Act of 1934, as amended.

Name of Beneficial Owner	Number of Shares	Percent of Class (8)
Richard MacPherson (1)	12,044,614	25.0%
Christopher Greenberg (2)	2,429,000	5.1%
Brian L. Johnson (3)	1,800,000	3.8%
Christopher J. Lee (4)	50,000	*
John Pavlish (5)	937,987	2.0%
Marcus A. Sylvester (6)	775,000	1.6%
Alterna Core Capital Assets Fund II, L.P., et al (7)	38,361,161	44.8%
All Executive Officers and Directors as a Group (8 persons)	19,048,536	38.2%

* Less than one percent of the outstanding shares of common stock of the Company.

(1) Includes: (a) 10,755,905 shares owned by 3253517 Nova Scotia Limited of which Mr. MacPherson is the sole managing member and 655,059 shares which such entity has the right to acquire upon exercise of warrants; and (b) 506,920 shares owned by Mr. MacPherson personally and 126,730 shares which Mr. MacPherson has the right to acquire upon exercise of warrants. Mr. MacPherson's address is 34 Cedarbank Terrace, Halifax Nova Scotia B3P 2T4, Canada.

(2) Includes 2,009,500 shares owned by Mr. Greenberg and 420,000 shares which Mr. Greenberg has the right to acquire upon exercise of options. Mr. Greenberg's address is 3590 S. 42nd St., Grand Forks, ND 58201.

(3) Includes 1,750,000 shares owned by Mr. Johnson and 50,000 shares which Mr. Johnson has the right to acquire upon exercise of options.

(4) Represents 50,000 shares which Mr. Lee has the right to acquire upon exercise of options.

(5) Includes 140,250 shares owned by Mr. Pavlish and 797,737 shares owned by StratTech Solutions LLC, a firm owned directly by Mr. Pavlish. Does not include 3,000,000 shares which Mr. Pavlish has the right to acquire upon exercise of options which do not vest until November 16, 2016.

(6) Includes 250,000 shares owned by Mr. Sylvester and 525,000 shares which Mr. Sylvester has the right to acquire upon exercise of options.

(7) Based solely upon and according to information reported in filings made to the SEC, jointly filed by and on behalf of certain reporting persons identified below (the "Reporting Persons"), the Reporting Persons may

be deemed to be the beneficial owners of an aggregate of 38,361,161 shares of common stock, which includes: (i) 18,427,362 shares issuable upon conversion of certain convertible notes; (ii) 314,596 shares issuable upon conversion of PIK Interest that will accrue on and become payable under the convertible notes within 60 days of the date hereof; (iii) 18,100,000 shares issuable upon exercise of warrants; and (iv) 1,519,203 warrant shortfall shares. The Reporting Persons are Alterna Core Capital Assets Fund II, L.P., Alterna Capital Partners LLC, Alterna General Partner II LLC, AC Midwest Energy LLC, Harry V. Toll, James C. Furnivall, Eric M. Press, Roger P. Miller and Earle Goldin. The address for the Reporting Persons is 15 River Road, Suite 230, Wilton CT, 06897.

(8) Applicable percentage ownership is based on 47,358,618 shares of common stock outstanding as of April 20, 2016 plus, each stockholder and any securities that stockholder has the right to acquire within 60 days of April 20, 2016 pursuant options, warrants, conversion privileges or other rights. Beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission and generally includes voting or investment power with respect to securities. Shares of common stock that a person has the right to acquire beneficial ownership of upon the exercise or conversion of options, convertible stock, warrants or other securities that are currently exercisable or convertible or that will become exercisable or convertible within 60 days of April 20, 2016 are deemed to be beneficially owned by the person holding such securities for the purpose of computing the percentage of ownership of such person, but are not treated as outstanding for the purpose of computing the percentage ownership of any other person.