

OTCQB Certification

I, Gene Kelly, Chief Financial Officer of Critical Outcome Technologies 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 August 3, 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.)

We do not have in-house legal counsel rather our outside corporate counsel, McKenzie Lake Lawyers LLP, Suite 1800-140 Fullarton Street, London, Ontario, N6A 5P2 and our securities counsel, McMillan LLP, Brookfield Place, Bay Wellington Tower, 181 Bay Street, Suite 4400, Toronto Ontario, M5J 2T3, have assisted us in the preparation of our annual filing materials. The lawyers responsible for such assistance from each respective firm were; Mr. Don Bryant of McKenzie Lake and Mr. Jason Chertin of McMillan.

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:

Heisler Communications, 34 Booth Crescent, Ajax, Ontario, L1Z 1H6;
VLP Liquidity Providers Inc. 100 Wellington St. W. Suite 600, Toronto, Ontario, M5J 2L7;
Searchlight 360 LLC, 37 Oyster Shell Lane, East Falmouth, MA 02536
Stonegate Capital Partners, Inc, 8201 Preston Road, Suite 325, Dallas, Texas 75225
Outreach 99 LLC, 37 Oyster Shell Lane, East Falmouth, MA 02536

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 C. Drake	Port Stanley, Ontario, Canada	6.06
Wayne R. Danter	London, Ontario, Canada	5.01
Douglas S. Alexander	London, Ontario, Canada	0.84
Bruno Maruzzo	Toronto, Ontario, Canada	0.60
David Sanderson	London, Ontario, Canada	1.14
Alison Silva	Charlestown, MA, USA	1.02
John Yoo	London, Ontario, Canada	0.33

Gene F. Kelly	London, Ontario, Canada	0.94
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Date: August 3, 2016

Name of Certifying CEO or CFO: Gene F. Kelly

Title: Chief Financial Officer

Signature: /s/Gene F. Kelly

(Digital Signatures should appear as "/s/ [OFFICER NAME]")