

## OTCQB Certification

I, Cindy C. Payne, Chief Financial Officer and Treasurer of Akoustis 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 (mark the box below that applies with an "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) The Company is a voluntary filer of reports under Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and has filed during the preceding 12 months all reports it would have been required to file by Section 13 or 15(d) of the Exchange Act if the Company had been subject to one of such Sections

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](http://www.otcmarkets.com) is current and complete as of July 25, 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.)

CKR Law, LLP  
1330 Ave. of the Americas, 14<sup>th</sup> Floor  
New York, NY 10019  
Barrett DiPaolo  
Linda Kalayjian

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:

Lamnia International, John Mattio, 39 Old Ridgebury Road  
C4- Suite 191 Danbury, CT 06810

The Del-Mar Consulting Group, Robert Prag, 2455 El Amigo Road  
Del Mar, CA 92014

Alex Partners, Scott Wilfong, 6427 Lake Washington Blvd NE  
Kirkland WA 98033

Marcum LLP  
750 Third Avenue  
New York, NY 10017

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
Jeffrey Shealy	Davidson, NC	22.2%
Cindy Payne	Concord, NC	1.0%
Dave Aichele	Huntersville, NC	.8%
Mark Boomgarden	Huntersville, NC	1.4%
Steven DenBaars	Goleta, CA	1.6%
Art Geiss	Greensboro, NC	.3%
Jerry Neal	Trinity, NC	.9%
Jeffrey McMahon	Huntersville, NC	3.4%
Mark Tompkins	Lugano, Switzerland	15.4%

Date: July 27, 2016

Name of Certifying CEO or CFO: Cindy C. Payne

Title: CFO

Signature: /s/ Cindy C. Payne

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