

OTCQB Certification

I, Keith R. McGee, Senior VP of Business Development & Investor Relations of Midwest Energy Emissions Corp ("the Company"), certify that:

a. The Company is registered with the SEC or exempt from SEC registration as indicated below (check one):

- ☒ Company is registered under Section 12g 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
- ☐ 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 December 16, 2014 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.)

Robert Loesch
Partner
Tucker Ellis & West 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

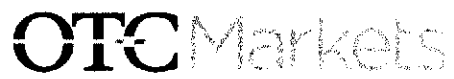
f. Listed below are the names, legal addresses and % of shares owned by all Officers, Directors and Control Persons (control persons are beneficial owners of more than five percent (5%) of any class of the issuer's equity securities). If any of the beneficial shareholders are corporate shareholders, 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: 12/16/14

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 PROVIDERS

1. Acorn Management Partners, LLC.
4080 McGinnis Ferry Road
#1101
Alpharetta, GA 30005
2. Bristol Capital, Ltd.
1596 16th Avenue
Suite 301
Richmond Hill, ON L4B 3N9
CANADA
3. The Dream Team Group, LLC.
7399 North Shadeland Avenue
Suite 123
Indianapolis, IN 45256
4. Merriman Capital, Inc.
250 West Montgomery Street
16th Floor
San Francisco, CA 94104
5. Monarch Bay Securities, LLC.
5000 Birch Street
Suite 4800
Newport Beach, CA 92660

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information regarding the beneficial ownership of our common shares as of **September 1, 2014**, by: (a) our directors and nominees for election as directors; (b) each other person who is known by us to own beneficially more than 5% of our outstanding common shares; (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 Exchange Act.

<u>Name of Beneficial Owner</u>	<u>Number of Shares</u>	<u>Percent of Class (9)</u>
Richard A. MacPherson (1)	17,208,295	42.2%
Christopher Greenberg (2)	3,344,000	8.3%
Jay Rifkin (3)	2,691,371	6.6%
R. Alan Kelley (4)	525,000	1.3%
Johnny F. Norris, Jr (5)	225,000	*
Marcus A. Sylvester (6)	275,000	*
Richard H Gross (7)	125,000	*
Alterna Core Capital Assets Fund II, L.P., et al (8)	22,660,600	36.2%
All Executive Officers and Directors as a Group	24,388,166	56.6%

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

(1) Includes: (a) 15,919,586 shares and 655,059 warrants, which as of September 1, 2014, were owned by 3253517 Nova Scotia Limited of which Mr. MacPherson is the sole managing member; and (b) 506,920 shares and 126,730 warrants owned by Mr. MacPherson personally. Mr. MacPherson's address is 34 Cedarbank Terrace, Halifax Nova Scotia B3P 2T4, Canada.

(2) Includes: (a) 2,004,500 shares of common stock directly owned by Arthur Greenberg, Jr. individually, (b) 10,500 shares of common stock directly owned by Greenberg Family Consolidated Limited Partnership, of which Arthur Greenberg, Jr., L.L.P. serves as the general partner. Arthur Greenberg, Jr. is a general partner and the managing partner of Arthur Greenberg, Jr., L.L.P., (c) 1,005,000 shares of common stock and 320,000 options directly owned by Christopher Greenberg individually, and (d) 4,000 shares of common stock directly owned by Arctic Blast of Fargo, Inc., of which Christopher Greenberg and his wife are the sole shareholders. As stated in Mr. Arthur Greenberg and Mr. Christopher Greenberg's joint Schedule 13G, Amendment No. 1., for purposes of Sections 13(d) and 13(g) of the Securities Exchange Act of 1934, as amended, Arthur Greenberg, Jr. and Christopher Greenberg have shared beneficial ownership as a group of the 3,024,000 shares owned by them as set forth above. Mr. Greenberg's address is 3590 S. 42nd St., Grand Forks, ND 58201.

(3) Includes: (a) 361,585 shares owned by Mojo Music Inc. and 998,128 shares owned by Rebel Holdings, LLC; Mr. Rifkin is the sole managing member of both companies; and (b) 339,130 shares, 357,274 options, and a convertible promissory note with an outstanding balance of \$191,054 owned directly by Mr. Rifkin and 148,066 shares owned by The Jay Rifkin 2006 Irrevocable Trust. The note is convertible into units, where each unit consists of: (i) one share of common stock of the Company, par value \$0.001 per share, and (ii) a warrant to

purchase 0.25 shares of common stock of the Company at an exercise price of \$0.75 per share. Mr. Rifkin's address is 12237 Sunset Parkway, Los Angeles, CA 90064.

- (4) Represents 525,000 shares of common stock that Mr. Kelley has the right to acquire upon the exercise of a stock option.
- (5) Represents 225,000 shares of common stock that Mr. Norris has the right to acquire upon the exercise of a stock option.
- (6) Represents 275,000 shares of common stock that Mr. Sylvester has the right to acquire upon the exercise of a stock option.
- (7) Represents 125,000 shares of common stock that Mr. Gross has the right to acquire upon the exercise of a stock option.
- (8) According to the Schedule 13D filed with the SEC by Alterna Core Capital Assets Fund II, L.P. ("Alterna") and the "Reporting Persons" (as defined in the Schedule 13D) on August 25, 2014, the Reporting Persons have entered into a Joint Filing Agreement, dated August 25, 2014 pursuant to which the Reporting Persons have agreed to file the Schedule 13D jointly in accordance with the provisions of Rule 13d-1(k)(1) of the Securities Exchange Act of 1934, as amended. The amount shown includes: (a) a convertible note for \$10,000,000 (the "Note") maturing July 31, 2018 which is convertible into common stock of the Company at \$1.00 per share, subject to the following adjustments: (i) an adjustment of the price per share down to \$0.75 per share if the Company fails to generate EBITDA (earnings before taxes, interest, depreciation and amortization) of at least \$2,500,000 for calendar year 2015; and (ii) weighted average anti-dilution adjustments to the extent that following the issuance of the Note, the Company issues securities or rights to acquire securities at an effective purchase price below the conversion price for the Note, subject to carve outs for certain exempt issuances by the Company; and (b) a five year warrant to purchase up to 12,500,000 shares of common stock at \$1.00 per share, subject to adjustment in a manner similar to the adjustments on the Note. As stated in Schedule 13D the Reporting Persons include Alterna and:

- (i) Alterna Capital Partners LLC, a Delaware limited liability company;
- (ii) Alterna General Partner II LLC, a Delaware limited liability company;
- (iii) AC Midwest Entity Corp., a Delaware corporation;
- (iv) AC Midwest Energy LLC, a Delaware limited liability company; and
- (v) Harry V. Toll, James C. Furnivall, Eric M. Press, Roger P. Miller and Earle Goldin.

According to the Schedule 13D, the Reporting Persons have shared voting and dispositive power of the 22,660,600 shares set forth above. The address for the Reporting Persons is 15 River Road, Suite 230, Wilton CT, 06897.

- (9) Applicable percentage ownership is based on 40,006,753 shares of common stock outstanding as of September 1, 2014 plus, each stockholder and any securities that stockholder has the right to acquire within 60 days of September 1, 2014 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 September 1, 2014 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.