

OTCQB Certification

I, Jeff R. Mitchell, Chief Financial Officer of Staffing 360 Solutions, Inc. ("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 September 15, 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.)

Barry Grossman
Ellenoff Grossman & Schole LLP
1345 Avenue of the Americas, 11th Floor, New York, NY 10105

David Selengut
Ellenoff Grossman & Schole LLP
1345 Avenue of the Americas, 11th Floor, New York, NY 10105

Sarah Williams
Ellenoff Grossman & Schole LLP
1345 Avenue of the Americas, 11th Floor, New York, NY 10105

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:

Trilogy Capital Partners, Inc.
641 Lexington Ave, 15th Floor, New York, NY 10022

Dacona Financial LLC
535 Broad Hollow Road, Suite B-10, Melville, NY 11747

Levellogic, Inc.
4364 Bonita Road, #451, Bonita, CA 91902

Brandhouse Ventures, Inc.
3359 Ashley Park Dr., Jamul, CA 91935

Flow Capital

238 NE 1st Ave., Delray Beach, FL 33444

MarketByte, LLC

4653 Carmel Mtn Rd., Suite 308-402, San Diego, CA 92130

South of Rose Communications

51 Paloma Ave., #B, Venice, CA 90291

TDM Financial

913 Wisconsin Ave, Suite 204, Whitefish, MT 59937

Winning Media, LLC

1415 South Voss Road, Suite 110-431, Houston, TX 77057

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
Brendan Flood	London, United Kingdom	5.10%
Alfonso J. Cervantes (held by Trilogy Capital Partners, Inc.)	New York, NY	5.08%
Matthew Briand	Monroe, CT	2.75%
Jeff R. Mitchell	New York, NY	0.18%
Dimitri Villard	Los Angeles, CA	0.25%
Robert Mayer	Del Mar, CA	1.47%
Jeff Grout	London, United Kingdom	0.10%
Nicholas Florio	Township, NJ	0.06%
Sodak Offerings II LLC (Robert Mayer is a part owner of Sodak)	Del Mar, CA	5.17%
GTD Financial LLC	Mesa, AZ	7.43%
Peter Goldstein (held by Grandview Capital Partners, Inc.)	Plantation, FL	5.35%

Date: 9/29/14

Name of Certifying CEO or CFO: Jeff R. Mitchell

Title: Chief Financial Officer

Signature: /s/ Jeff R. Mitchell

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