

OTCQB Certification

I, Gerard Hug, CEO of SITO Mobile Ltd. ("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 January 30, 2015 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.)

Marcelle S. Balcombe, Esq.
Sichenzia Ross Friedman Ference LLP
61 Broadway, 32nd Floor
New York, New York 10006
Phone: (212) 930-9700
Direct: (646) 810-2184
Fax: (212) 930-9725

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:

Andrew Haag
Managing Partner
IRTH Communications
310-770-9661

Mike Bishop
The Blue Shirt Group
456 Montgomery St., 11th Floor
San Francisco, CA 94104
Phone 415 217.7722
Fax 415 217.7721

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

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be included.

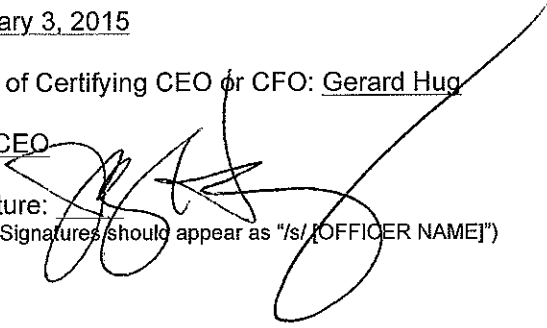
Name	Address (City and State only)	% Shares Owned
See Document Below		

Date:
February 3, 2015

Name of Certifying CEO or CFO: Gerard Hug

Title: CEO

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



Changes in Control

We are not aware of any arrangement that might result in a change-of-control in the future.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth the beneficial ownership of our common stock by each of our directors and named executive officers, each person known to us to beneficially own 5% or more of our common stock, and by the officers and directors of the Company as a group. Except as otherwise indicated, all shares are owned directly, based on 153,348,166 shares outstanding as of December 29, 2014. Unless otherwise indicated in the footnotes to the following table, each person named in the table has sole voting and investment power (subject to applicable community property laws) and that person's address is c/o SITO Mobile, Ltd., 100 Town Square Place, Suite 204, Jersey City, NJ 07310. Shares of common stock subject to options, warrants, or convertible notes currently exercisable or convertible or exercisable or convertible within 60 days after December 29, 2014 are deemed outstanding for computing the share ownership and percentage of the person holding such options, warrants, or convertible notes but are not deemed outstanding for computing the percentage of any other person.

	Shares	Percentage
Jerry Hug (1)	2,350,000	1.5%
Kurt Streams (2)	275,000	*%
Betsy J. Bernard (3)	250,000	*%
Jonathan E. Sandelman (4)	4,825,000	3.1%
Peter D. Holden (5)	700,000	*%
Joseph A. Beatty (9)	250,000	*%
Philip B. Livingston (10)	250,000	*%
Officers and Directors as a Group (7 persons)	11,380,100	7.2%
Nicole Braun (6)	21,997,219	14.3%
Medical Provider Financial Corporation IV (7)	12,700,000	8.2%
Ashford Capital Management, Inc. (8)	12,799,619	8.3%

* Less than 1%.

- (1) Includes 2,350,000 shares underlying stock options
- (2) Does not include 500,000 shares underlying stock options.
- (3) Includes 250,000 shares underlying stock options.
- (4) Includes 450,000 shares underlying stock options.
- (5) Includes 700,000 shares underlying stock options.
- (6) The address for Ms. Braun is P. O. Box 1318, Rancho Santa Fe, CA 92067. Ms. Braun holds 6,527,315 shares in her name and 15,219,904 shares in a trust for her benefit and has voting and dispositive power over 250,000 shares held in trust for children.
- (7) The address for Medical Provider Financial Corporation IV is 2100 South State College Boulevard, Anaheim, CA 92806. Thomas Seaman is now acting as receiver and has voting authority with respect to the 12,700,000 shares.
- (8) The address for Ashford Capital Management, Inc. is One Walker's Mill Road, Wilmington, DE 19807. Theodore H. Ashford III has the voting authority with respect to 12,799,619 shares.
- (9) Includes 250,000 shares underlying stock options.
- (10) Includes 250,000 shares underlying stock options.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires that our directors and executive officers and persons who beneficially own more than 10% of our common stock (referred to herein as the "reporting persons") file with the SEC various reports as to their ownership of and activities relating to our common stock. Such reporting persons are required by the SEC regulations to furnish us with copies of all Section 16(a) reports they file. Based solely upon a review of copies of Section 16(a) reports and representations received by us from reporting persons, and without conducting any independent investigation of our own during the fiscal year ended September 30, 2014, Forms 3 and 4 were timely filed with the SEC by such reporting persons except as follows: (i) a Form 3 was not timely filed for Kurt Streams, (ii) a Form 4 was not timely filed by Anthony Macaluso to report several transactions that occurred during the fiscal year ended September 30, 2014; and (iii) a Form 4 was not timely filed by Nicole Braun to report several transactions that occurred during the fiscal year ended September 30, 2014.