

OFFICER'S CERTIFICATE

TO: THE ONTARIO SECURITIES COMMISSION

RE: MANAGEMENT INFORMATION CIRCULAR (the "Circular") IN CONNECTION WITH THE ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS OF FRANKLY INC. (the "Corporation") SCHEDULED TO BE HELD ON JUNE 18, 2015

The undersigned, Steve Chung, the Chief Executive Officer of the Corporation does hereby certify, for and on behalf of the Corporation, and not in his personal capacity and without personal liability, intending the same may be relied upon by you without further inquiry, that a copy of the Circular is being sent to each director, each shareholder entitled to notice of the meeting to which the Circular relates and the auditor of the Corporation.

DATED at Toronto, this 21st day of May, 2015

FRANKLY INC.

(Steve Chung)
Name: Steve Chung
Title: Chief Executive Officer