

**FORM 6**

**CERTIFICATE OF COMPLIANCE**

**TO: CANADIAN NATIONAL STOCK EXCHANGE ("CNSX")**

Micromem Technologies Inc. (the "Issuer") hereby certifies to CNSX that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all CNSX Requirements (as defined in CNSX Policy 1).

Date: August 31, 2010

Signed:   
(Signature)

Joseph Fuda  
(Print Name)

President  
(Print Office)