

PROXY

AUDIOEYE, INC.

PROXY

5210 E. Williams Circle, Suite 750; Tucson, AZ 85711

ANNUAL MEETING OF STOCKHOLDERS
MAY 10, 2019

PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

The undersigned hereby appoints **TODD BANKOFIER** and **SEAN BRADLEY**, and each of them individually, with full power of substitution, as Proxies to represent and vote, as designated below, all shares of Series A Convertible Preferred Stock of AudioEye, Inc. (the "Company") registered in the name of the undersigned at the Annual Meeting of Stockholders of the Company to be held at 730 Third Avenue, 18th Floor, New York, NY 10017, on Friday, May 10, 2019, at 10:00 a.m., Eastern Time, and at any adjournment or postponement thereof.

THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED AS DIRECTED BY THE STOCKHOLDER(S). IF NO SUCH DIRECTIONS ARE MADE, THIS PROXY WILL BE VOTED IN ACCORDANCE WITH THE RECOMMENDATION OF THE BOARD OF DIRECTORS. WITH RESPECT TO PROPOSALS 1 AND 3 BELOW, IF YOU "ABSTAIN" FROM VOTING, IT WILL HAVE NO EFFECT ON THE OUTCOME OF SUCH PROPOSALS. WITH RESPECT TO PROPOSALS 2, 4 AND 5 BELOW, IF YOU "ABSTAIN" FROM VOTING, IT WILL HAVE THE SAME EFFECT AS AN "AGAINST" VOTE. THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE "FOR" PROPOSALS 1, 2, 4 AND 5, AND RECOMMENDS VOTING FOR "EVERY 1 YEAR" ON PROPOSAL 3.

Proposal 1 – Election of Directors:

	For	Against	Abstain		For	Against	Abstain
Dr. Carr Bettis	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Ernest Purcell	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Anthony Coelho	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Alexandre Zyngier	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Proposal 2 – To approve, by non-binding advisory vote, the compensation of AudioEye, Inc.'s named executive officers

For Against Abstain

Proposal 3 – To approve, by non-binding advisory vote, the frequency of future advisory votes on executive compensation.

Every 1 Year Every 2 Years Every 3 Years

Proposal 4 – To approve the AudioEye, Inc. 2019 Equity Incentive Plan.

For Against Abstain

Proposal 5 – To ratify the appointment of MaloneBailey, LLP as AudioEye, Inc.'s independent registered public accounting firm for the fiscal year ending December 31, 2019.

For Against Abstain

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED. THE PROXY HOLDER IS AUTHORIZED TO VOTE IN HIS DISCRETION UPON SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING OR ANY ADJOURNMENTS OR POSTPONEMENTS THEREOF.

Dated: _____, 2019

Please use the included Business Reply Envelope to return your Proxy Card, or scan and email your Proxy Card to cdalton@corporatetock.com.

Signature

Please print name

Signature (Joint Owners)

Please print name

Address Changes/Comments: _____

Please indicate whether you plan to attend this meeting:

Please date and sign name exactly as it appears hereon. Executors, administrators, trustees, etc. should so indicate when signing. If the stockholder is a corporation, the full corporate name should be inserted and the proxy signed by an officer of the corporation indicating his/her title.