OTC Markets

OTCQB Certification

I, Thomas J. Meaney, President, CEO, CFO and Director of Mikros Systems Corporation ("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 20, 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.)

Vincent A. Vietti/Stephen R. Brill, Fox Rothschilp LLP, 997 Lenox Drive Building 3, Lawrenceville NJ 08648

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:

None

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
SEE ATTACHMENT "B," table of certain beneficial owners and management taken from Item 12 of the company's 3/31/2014 10-K as filed with the SEC.		

Date: 1/20/15

Name of Certifying CEO or CFO: Thomas J. Meaney

OTC Markets

Title: President, CEO, CFO, Director

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

Attachment "B" to OTCQB Annual Certification:
Company Officers, Directors and Control Persons
MIKROS SYSTEMS CORPORATION

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS.

Common Stock

The following table sets forth certain information, as of March27, 2014 with respect to holdings of our common stock by (i) each person known by us to be the beneficial owner of more than 5% of the total number of shares of common stock outstanding as of such date, (ii) each of our directors and executive officers, and (iii) all directors and executive officers as a group. Except as otherwise indicated, the address of each person is 707 Alexander Road, Suite 208, Princeton, New Jersey 08540.

Name of Beneficial Ownership	Amount and Nature of Beneficial Ownership(1)		Percent of Class	
5% Beneficial Owners:				
US Small Business Administration 409 Third Street N.W. Washington, DC 20416	2,920,050	(2)	9.1	%
Directors and Executive Officers:				
Walter T. Bristow	120,000	(3)	*	
Paul G. Casner	438,399	(4)	1.4	%
Patricia A. Kapp	227,000	(3)	*	
Thomas C. Lynch	422,399	(4)	1.3	%
Thomas J. Meaney	5,536,842	(5)	17.3	%
Tom L. Schaffnit	781,457	(4)	2.4	%
David Henry Silcock	56,000	(6)	*	
All Current Directors and Officers as a Group (seven persons)	7,582,097		22.4	%

*Less than 1%

(1) The beneficial owners and amount of securities beneficially owned have been determined in accordance with Rule 13d-3 under the Securities Exchange Act of 1934, as amended, and, in accordance therewith, includes all shares of our common stock that may be acquired by such beneficial owners within 60 days of March 27, 2014 upon the exercise or conversion of any options, warrants or other convertible securities. This table has been prepared based on 32,219,756 shares of common stock outstanding on March 27, 2014. Except as otherwise indicated, all shares are beneficially owned and the sole investment and voting power is held by the persons named.

(2) Includes 202,500 shares issuable upon conversion of Convertible Preferred Stock and 695,883 shares issuable upon conversion of Series B Convertible Preferred Stock.

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(3) Includes 82,000 shares issuable upon exercise of options. Also includes 25,000 shares of restricted common stock which vest in five equal annual installments. Does not include 8,000 shares issuable upon exercise of options subject to vesting.

(4) Includes 45,000 shares issuable upon exercise of options. Also includes 25,000 shares of restricted common stock which vest in three equal annual installments.

(5) Includes 50,000 shares issuable upon conversion of Convertible Preferred Stock, 1,949,775 shares issuable upon conversion of Series B Convertible Preferred Stock, and 25,000 shares issuable upon exercise of options.

(6) Consists of 72,000 shares issuable upon exercise of options. Also includes 25,000 shares of restricted common stock which vest in five equal annual installments. Does not include 8,000 shares issuable upon exercise of options subject to vesting.

Convertible Preferred Stock

The following table sets forth certain information, as of March 27, 2014, with respect to holdings of our Convertible Preferred Stock by (i) each person known by us to be the beneficial owner of more than 5% of the total number of shares of our Convertible Preferred Stock outstanding as of such date, (ii) each of our directors and executive officers, and (iii) all directors and executive officers as a group. Except as otherwise indicated, the address of each person is 707 Alexander Road, Suite 208, Princeton, New Jersey 08540.

Name of Beneficial Owner	**Amount and Nature of Beneficial Ownership (1)**	**Percent Of Class**
5% Beneficial Owners:		
US Small Business Administration		
409 Third Street N.W.		
Washington, DC 20416	202,500	79.4%
Directors and Executive Officers:		
Walter T. Bristow	--	--
Paul G. Casner	--	--
Patricia A. Kapp	--	--
Thomas C. Lynch	--	--
Thomas J. Meaney	50,000	19.6%
Tom L. Schaffnit	--	--
David Henry Silcock	--	--
All Current Directors and Officers as a Group (seven persons)	50,000	19.6%

(1) Except as otherwise indicated, all shares are beneficially owned and the sole investment and voting power is held by the persons named. This table has been prepared based on 255,000 shares of convertible preferred stock outstanding on March 27, 2014.

Series B Convertible Preferred Stock

The following table sets forth certain information, as of March 27, 2014, with respect to holdings of our Series B Convertible Preferred Stock by (i) each person known by us to be the beneficial owner of more than 5% of the total number of shares of our Series B Convertible Preferred Stock outstanding as of such date, (ii) each of our directors and executive officers, and (iii) all directors and executive officers as a group. Except as otherwise indicated, the address of each person is 707 Alexander Road, Suite 208, Princeton, New Jersey 08540.

Name of Beneficial Owner	**Amount and Nature of Beneficial Ownership (1)**	**Percent of Class**
5% Beneficial Owners:		
The Mercantile & General Reinsurance Company, PLC Moorfields House Moorfields London EC2Y 9AL	91,342	8.3%
US Small Business Administration 409 Third Street N.W. Washington, DC 20416	231,961	21.0%
Directors and Executive Officers:		
Walter T. Bristow	--	--
Paul G. Casner	--	--
Thomas C. Lynch	--	--
Patricia A. Kapp	--	--
Thomas J. Meaney	649,925	59.0%
Tom L. Schaffnit	--	--
David Henry Silcock	--	--
All Current Directors and Officers as a Group (seven persons)	649,925	59.0%

(1) Except as otherwise indicated, all shares are beneficially owned and the sole investment and voting power is held by the persons named. This table has been prepared based on 1,102,433 shares of Series B Convertible Preferred Stock outstanding on March 27, 2014.

Redeemable Series C Preferred Stock

The following table sets forth certain information, as of March 27, 2014, with respect to holdings of our Redeemable Series C Preferred Stock by (i) each person known by us to be the beneficial owner of more than 5% of the total number of shares of our Redeemable Series C Preferred Stock outstanding as of such date, (ii) each of our directors and executive officers, and (iii) all directors and executive officers as a group. Except as otherwise indicated, the address of each person is 707 Alexander Road, Suite 208, Princeton, New Jersey 08540.

Name of Beneficial Owner	**Amount and Nature of Beneficial Ownership (1)**	**Percent of Class**
Directors and Executive Officers:		
Walter T. Bristow	--	--
Paul G. Casner	--	--
Patricia A. Kapp	--	--
Thomas C. Lynch	--	--
Thomas J. Meaney	5,000	100.0%
Tom L. Schaffnit	--	--
David Henry Silcock	--	--
All Current Directors and Officers as a Group (seven persons)	5,000	100.0%

(1) Except as otherwise indicated, all shares are beneficially owned and the sole investment and voting power is held by the persons named. This table has been prepared based on 5,000 shares of Redeemable Series C Preferred Stock outstanding on March 27, 2014.

Series D Preferred Stock

The following table sets forth certain information, as of March 27, 2014, with respect to holdings of our Series D Preferred Stock by (i) each person known by us to be the beneficial owner of more than 5% of the total number of shares of our Series D Preferred Stock outstanding as of such date, (ii) each of our directors and executive officers, and (iii) all directors and executive officers as a group. Except as otherwise indicated, the address of each person is 707 Alexander Road, Suite 208, Princeton, New Jersey 08540.

Name of Beneficial Owner	**Amount and Nature of Beneficial Ownership (1)**	**Percent Of Class**
5% Beneficial Owners:		
US Small Business Administration 409 Third Street N.W. Washington, DC 20416	138,000	20.0%
Frederick C. Tecce c/o Mikros Systems Corporation 707 Alexander Road, Bldg 2, Suite 208 Princeton, New Jersey 08540	138,000	20.0%
JoAnne E. Burns c/o Mikros Systems Corporation 707 Alexander Road, Bldg 2, Suite 208 Princeton, New Jersey 08540	69,000	10.0%
George W. Taylor c/o Mikros Systems Corporation 707 Alexander Road, Bldg 2, Suite 208 Princeton, New Jersey 08540	69,000	10.0%
Directors and Executive Officers:		
Walter T. Bristow	--	--
Paul G. Casner	--	--
Patricia A. Kapp	--	--
Thomas C. Lynch	--	--
Thomas J. Meaney	138,000	20.0%
Tom L. Schaffnit	--	--
David Henry Silcock	--	--
All Current Directors and Officers as a Group (seven persons)	138,000	20.0%

(1) Except as otherwise indicated, all shares are beneficially owned and the sole investment and voting power is held by the persons named. This table has been prepared based on 690,000 shares of Series D Preferred Stock outstanding on March 27, 2014.