# OTCQB Certification

I, Mark W. Reynolds, Chief Financial Officer of GeoVax Labs, Inc, ("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 February 18, 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.)

Womble Carlyle Sandridge & Rice LLP

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:

PCG Advisory Group, Inc.
535 Fifth Avenue
24th Floor
New York, NY 10017

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 |
|---|---|---|
| David A. Dodd | Beaufort, SC | 1.2% |
| Dean G. Kollintzas | Plainfield, IL | <1% |
| Robert T. McNally | Marietta, GA | <1% |
| Mark W. Reynolds | Johns Creek, GA | <1% |
| Harriet L. Robinson | Atlanta, GA | 4.6% |
| John N. Spencer, Jr. | Tequesta, FL | <1% |
| Emory University (1) | Atlanta, GA | 14.5% |
| Welch & Forbes, LLC (2)<br>Sabby Healthcare Volatility Master Fund (3)<br>Sabby Volatility Warrant Master Fund (3) | Boston, MA<br>Grand Cayman, Cayman Islands<br><br>Grand Cayman, Cayman Islands | 5.3%<br>9.99%<br><br>9.99% |

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|---|---|---|
| (1) Represented by Mary Cahill, Atlanta, GA<br>(2) Represented by Jay Emmons, Boston, MA<br>(3) Represented by Hal Mintz, Upper Saddle River, NJ | | |

Date: 2/18/15

Name of Certifying CEO or CFO: Mark W. Reynolds

Title: CFO

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