OTCMarkets

OTCQB Certification

I, David Hall, CEO of RepliCel Life Sciences 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 25, 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.)

Clark Wilson LLP
Partner: Virgil Hlus
Associate: Victor Dudas
900-885 West Georgia Street
Vancouver, BC V6C 3H1

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:

Westwicke Partners - 2800 Quarry Lake Drive, Suite 380, Baltimore, MD 21209
Ubika Corporation - 333 Bay Street, Suite 650, Toronto, ON M5H 2R2
Christina Cameron - 39 Stanford Road, Unionville, ON L3R 6M2
O&M Partners, LLC - 747 Third Avenue, 15th Floor, New York, NY 10017
Venture Liquidity Partners Inc. - 1 McGuire Crescent, Uxbridge, ON L9P 1G7

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
Refer to Exhibit 1		

OTC Markets

Date: February 25, 2015

Name of Certifying CEO or CFO: David Hall

Title: CEO

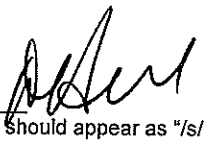
Signature: 
(Digital Signatures should appear as "/s/ [OFFICER NAME]")

EXHIBIT 1

Name	Address (city and State Only)	% of Shares Owned
David Hall, CEO	Vancouver, BC	4.37%
Tom Kordyback, CFO	Vancouver, BC	0.18%
Kevin McElwee, CSO	Vancouver, BC	7.72%
Rolf Hoffmann, CMO	Frieburg, Germany	9.20%
Peter Jensen, Director	North Vancouver, BC	0.91%
Peter Lewis, Director	Vancouver, BC	0.09%
John Challis, Director	West Vancouver, BC	0.00%
Gemma Fetterley, VP Finance	North Vancouver, BC	0.00%
Brooke Hurford, Corporate Secretary	West Vancouver, BC	0.00%
Lee Buckler, VP Business Development	Langley, BC	0.06%
Matt Wayrynen, Director	West Vancouver, BC	6.89%
Jerry Shapiro, beneficial owner of more than 5%	Vancouver, BC	7.54%