OTC Markets

OTCQB Certification

I, Les M. Taeger, SVP & CFO of Capstone Therapeutics Corp. ("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 12-16-2014 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.)

Steven P. Emerick Phone 602-230-5517 e-mail: steve.emerick@quarles.com
Quarles & Brady LLP
One Renaissance Square
Two North Central Avenue
Phoenix, AZ 85004

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:

Public Relations / Investor Relations
PR:
MDM Worldwide Solutions Liz Peters 212-643-0417 epeters@mdmworldwide.com
264 West 40th Street #602
New York, NY 10018

IR:
Globe Newswire (Nasdaq OMX/ Corporate Solutions) (Press Release & Edgar filings)
One Liberty Plaza, 165 Broadway
New York, NY 10006

Timothy Brown, 215-496-6487, Timothy.brown@nasdaqomx.com
Kara Stacey, 310-642-6930, kara.stacey@nasdaqomx.com

Shareholder.com (NasdaqOMX / Corporate Solutions) (Hosting IR web-page on CAPS website)
(Corp Governance Library, Audit Committee Charter, Code of Conduct/Ethics, Annual reports, conference calls with investors/audio webcasting)

150 Spear Street, Suite 1650
San Francisco, CA 94110

Lito Sandoval, 415-243-2338, lito.sandoval@nasdaqomx.com

OTC Markets

Transfer Agent:
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Vice President, Relationship Management
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Jersey City, NJ 07310
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www.computershare.com

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
Fredric J. Feldman, Ph.D.	Newport Beach, CA	0.55
John M. Holliman	Paradise Valley, AZ	1.25
Elwood D. Howse	Mercer Island, WA	0.54
Randolph C. Steer, MD, Ph.D.	Rancho Mirage, CA	0.01
Les M. Taeger	Chandler, AZ	0.01
BVF Group	Chicago, IL	19.0
Lloyd Miller, III	West Palm Beach, FL	19.4
We do not know who the controlling shareholder is of the BVF funds and Capstone Therapeutics Corp. has no relationship with the funds other than their stock ownership		

Date: 12-16-2014

Name of Certifying CEO or CFO: Les M. Taeger

Title: SVP & CFO

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