OTCQB Certification

I, G. Scott McComb, Chairman, President and CEO of Heartland BancCorp ("the Company"), certify that:

- The Company is registered or required to file periodic reporting with the SEC or is exempt from SEC registration as indicated below (check one):
  Company is registered under Section 12(g) 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
  X Company is a bank that is non-SEC reporting but is current in its reporting to a Banking Regulator
  Company is reporting under Section 15(d) of the Exchange Act.
  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 04/16/2015 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.)

Prepared by: George R. Smith, EVP, CFO
Reviewed by and opinion provided by: BKD 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:

The Cereghino Group
Diane Fitzgibbons
2069 211th Ave. NE
Sammammish, WA 98074

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
George R. Smith	Dublin, Ohio	.04
G. Scott McComb	Blacklick, Ohio	9.81
Arthur G. H. Bing	Columbus, Ohio	3.41
William A. Dodson, Jr.	Columbus, Ohio	.06

Jay B. Eggspuehler	Dublin, Ohio	.21
Jodi L. Garrison	Mt. Sterling, Ohio	.08
John R. Haines	Johnstown, Ohio	.84
David C. Kotary	Westerville, Ohio	.16
Gerald K. McClain	Newark, Ohio	2.91
Robert C. Overs	Dublin, Ohio	.01
Gary D. Paine	New Albany, Ohio	.05
William J. Schottenstein	Columbus, Ohio	.10
Richard A. Vincent	Columbus, Ohio	.12
George A. Bavelis	Boca Raton, Florida	15.04
Peoples BancCorp Beneficial Owners: BlackRock, Inc. Dimensional Fund Advisors LP Peoples Bank – Trustee	Marietta, Ohio New York, NY Austin, TX Marietta, Ohio	7.34
Technical Rubber Company Inc. Beneficial Owners: Cheryl C. Pulton Nicole Layne Daniel Layne Michael R. Chambers Joshua Chambers Alexis Chambers Kessler	Johnstown, Ohio	7.02

Date: April 16, 2015

Name of Certifying CEO or CFO:

Title: /s/ G. Scott McComb, President and CEO

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