OTCQB Certification

I, [Dean Ledger], CEO of [NanoFlex Power Corporation] ("the Company"), certify that:

a. 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
- ☐ 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 [May 20, 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.)

Ofsink, LLC
230 Park Avenue
New York, NY, 10169
United States

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:

Service Providers

Accounting/Auditing Firm
MaloneBailey, LLP
9801 Westheimer Road
Suite 1100
Houston, TX, 77042
United States

Legal Counsel
Ofsink, LLC
230 Park Avenue
New York, NY, 10169
United States

Investor Relations Firm
Tobin Tao & Company
61 Lakefront
Irvine, CA, 92603
United States

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**
Dean L. Ledger, CEO, CFO	9290 East Thompson Peak Pkwy, Unit 134, Scottsdale, AZ 85255	4.6% (Includes an aggregate of 4,000 shares which may be acquired upon exercise of immediately exercisable options.)
Robert J. Fasnacht, Executie Vice President	7629 East Hartford Drive, Scottsdale, AZ 85255	4%
Joey S. Stone, Senior VP of Corporate Development	432 Plantation Crest Court, Baton Rouge, LA 70810	2.33%
Ronald B. Foster	232 Lake Marina Ave. Unit 10 C New Orleans, LA 70124	47.16% (Includes 12,470,500 shares of the Company's common stock that may be issued upon exercise of immediately exercisable warrants.)

Date: May 20, 2015

Name of Certifying CEO or CFO: Dean Ledger

Title: CEO

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