OTC Markets

OTCQB Certification

I, Richard F. Fitzgerald, Chief Financial Officer of TechPrecision Corporation ("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 July 29, 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.)

Messrs. William Scari, Esq. and Scott Jones, Esq
Pepper Hamilton, LLP
400 Berwyn Park
899 Cassatt Road
Berwyn, PA 19312
610-640-7857

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:

Mr. Brett Maas
Hayden IR, LLC
15879 N. 80th Street, Suite 400
Scottsdale, AZ 85260

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
Leonard M. Anthony	Center Valley, PA 18034	20,000 shares plus, 155,000 vested options, less than 1% of common stock outstanding
Richard F. Fitzgerald	Berwyn, PA 19312	No Shares / 426,667 vested options, plus 90,000 shares of restricted stock or 2.03% of common stock outstanding

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Michael R Holly	Malvern, PA 19355	135,000 shares plus, 102,500 vested optionsless than 1% of common stock outstanding
Robert G. Isaman	Warrenton, VA 20186	No Shares / 100,000 vested options or less than 1% common stock outstanding
Andrew A. Levy	Greenwich, CT 06831	1,572,100 shares plus, 50,000 vested options or 6.37% of common stock outstanding
Philip A. Dur	Destin, FL 32541	40,000 shares plus, 75,000 vested options or less than 1% of common stock outstanding
Alexander Shen		No shares or vested options or less than 1% of common stock outstanding.

Date: July 29, 2015

Name of Certifying CEO or CFO: Richard F. Fitzgerald

Title: Chief Financial Officer

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