OTCMarkets

OTCQB Certification

I, Charles Coppa, Chief Finanical Officer of American Power Group 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 February 1, 2016 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.)

Carl Barnes, Esq of Morse, Barnes-Brown and Pendleton, PC

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:

Mike Porter, Porter LeVay & Rose, Inc., Seven Penn Plaza, Suite 810 New York, NY 1001

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
Maurice E Needham, Chairman	c/o American Power Group, Lynnfield, MA	4.1%
Lyle Jensen, CEO	c/o American Power Group, Lynnfield, MA	3.3%
Charles Coppa, CFO	c/o American Power Group, Lynnfield, MA	2.5%
Matt Van Steenwyk, Director	c/o American Power Group, Lynnfield, MA	22.6% via relationship Arrow LLC and other related entites
Raymond Wong, Director	c/o American Power Group, Lynnfield, MA	6.4% via relationship with SMC Employee Partnership
Jamie Weston, Director	c/o American Power Group, Lynnfield, MA	3.4% via relationship with SMC Employee Partnership
Neil Braverman, Director	c/o American Power Group, Lynnfield, MA	11% via relationship with Associated Private Equity
Lew Boyd, Director	c/o American Power Group,	1.3%

OTC Markets

	Lynnfield, MA	
SMC Select Co Investment Fund	c/o Spring Mountain Capital, LP New York, NY	12.4%
SMC Reserve Fund II	c/o Spring Mountain Capital, LP New York, NY	16.7%
SMC Reserve Fund II Offshore	c/o Spring Mountain Capital, LP New York, NY	4.7%
SMC Employee Partnership	c/o Spring Mountain Capital, LP New York, NY	13.5%
Associated Private Equity	Fort Lee, NJ	14.1%
Ron Muhlenkamp	Butler, PA	9.0%
Van Steenwyk GST Trust	Las Vegas, NV	7.1%
Arrow, LLC	Las Vegas, NV	14.0%

Date: February 2, 2016

Name of Certifying CEO or CFO: Charles Coppa

Title: CFO

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