OTCQB Certification

I, Scott C. Durbin, Chief Financial Officer of Viveve Medical, Inc. ("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 4-28-16 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.)

Melanie Figueroa, Mitchell Silberberg & Knupp LLP
Mary Ann Sapone, Mitchell Silberberg & Knupp LLP
Louisa Qian Zhou, Mitchell Silberberg & Knupp 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:

Amato and Partners, LLC
Berry & Company Public Relations

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
See Attachment A		

Date: 4-28-16

Name of Certifying CEO or CFO: Scott C. Durbin

Title: Chief Financial Officer

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

Attachment A

OTCQB Certification of Viveve Medical, Inc.

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)**	**Controlling Persons**	**Address of Controlling Persons**	**Resident Agents**	**% Shares Owned[1]**
Patricia Scheller	Sunnyvale, CA	N/A	N/A	N/A	1.93%
Scott C. Durbin	Sunnyvale, CA	N/A	N/A	N/A	0.81%
James G. Atkinson	Sunnyvale, CA	N/A	N/A	N/A	6.62%
Brigitte Smith	Sunnyvale, CA	N/A	N/A	N/A	6.37%
Mark S. Colella	Sunnyvale, CA	N/A	N/A	N/A	0.05%
Carl Simpson	Sunnyvale, CA	N/A	N/A	N/A	0.08%
Daniel Janney	Sunnyvale, CA	N/A	N/A	N/A	9.45%
Jon M. Plexico	Bend, OR	N/A	N/A	N/A	30.67%
Stonepine Capital, L.P.	Bend, OR	Jon M. Plexico and Timothy P. Lynch	Bend, OR	Corporation Service Company	30.67%
5AM Ventures II, L.P.	Menlo Park, CA	Dr. John Diekman, Andrew J. Schwab and Dr. Scott M. Rocklage	Menlo Park, CA	Incorporating Services, Ltd.	12.19%
Alta Bioequities, L.P.	San Francisco, CA	Daniel Janney	San Francisco, CA	Corporation Service Company	9.40%
RTW Master Fund, Ltd.	c/o Intertrust Corporate Services (Cayman) Limited Grand Cayman KY1-9001, Cayman Islands	Roderick Wong	New York, NY		7.93%

[1] Based on 7,497,857 shares issued and outstanding as of April 15, 2016.

GBS Venture Partners Pty Ltd., trustee for GBS BioVentures III	Melbourne, Australia	Brigitte Smith	Melbourne Australia		6.00%
Wexford Spectrum Investors LLC	Greenwich, CT	Charles E. Davidson and Joseph M. Jacobs	Greenwich, CT	Corporation Service Company	5.70%