

OTCQB Certification

I, Jerrold D. Dotson, Chief Financial Officer of VistaGen Therapeutics, Inc. ("the Company"), certify that:

a. The Company is registered with the SEC.

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 on the SEC's EDGAR system..

c. The Company Profile displayed on www.otcmarkets.com is current and complete as of July 22, 2014 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.)

Daniel Rumsey, Esq., Disclosure Law Group

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:

Mission Investor Relations
3645 Marketplace Blvd., Suite 130-280
Atlanta, GA 30344

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 Beneficially Owned
Shawn K. Singh	San Carlos, CA	12.14
H. Ralph Snodgrass	San Carlos, CA	9.22
Jerrold D. Dotson	Walnut Creek, CA	1.22
Jon S. Saxe	Los Altos, CA	1.83
Brian J. Underdown	Hamilton, ON Canada	1.41
Cato BioVentures	Dr. Allen E. Cato, Ph.D. 4364 South Alston Avenue Durham, NC 27713	17.50
Platinum Long Term Growth Fund VII	Mark Nordlicht 152 West 57 th Street, 54 th Floor New York, NY 10019	6.04
Morrison & Foerster LLP	555 Market Street San Francisco, CA 94105	8.11
David Young	San Carlos, CA	7.88
University Health Network	101 College Street, Suite 150 Toronto, Ontario, Canada M5G 1L7	6.73

Date: July 23, 2014

Name of Certifying CEO or CFO: Jerrold D. Dotson

Title: Chief Financial Officer

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