

OTCQB Certification

I, Max Scheder- Bieschin, Chief Financial Officer of Ekso Bionics Holdings, 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 12 May 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.)

Nutter, McClennen & Fish (Erin Anderman, Michelle Basil, Thomas Powers)

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:

The Trout Group (John Graziano, Chad Rubin)

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

Date: May 14, 2015

Name of Certifying CEO or CFO: Max Scheder-Bieschin

Title: CFO

Amount and Nature of Beneficial Ownership

Name of Beneficial Owner	Shares Beneficially Owned	Percent Of Class (1)
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Directors

Steven Sherman (2)	2,999,521	2.90 %
Nathan Harding (3)	3,994,536	3.90 %
Daniel Boren (4)	131,815	*
Marilyn Hamilton (5)	539,434	*
Jack Peurach (6)	230,862	*
Stanley Stern (7)	16,667	*

Executive Officers

Nathan Harding (3)	3,994,536	3.90 %
Max Scheder-Bieschin (8)	807,817	*
Russ Angold (9)	3,807,036	3.73 %
Thomas Looby (10)	116,667	*

All directors, nominees and executive officers as a group (10 persons)(11)

12,644,355	11.96 %
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5% Stockholders

Opaleye L.P. (12) 29 Colonial Way Weston, MA 02493	9,900,000	9.72 %
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CNI Commercial LLC (13) 2020 Lonnie Abbott Blvd. Ada, OK 74820	10,648,018	10.42 %
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Bionic Partners, LLC (14) 546 Fifth Avenue New York, NY 10036	6,001,721	6.68 %
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Homayoon Kazerooni (15) 2806 Ashby Ave Berkeley, CA 94705	5,180,920	5.06 %
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Notes:

* Represents less than 1%.

(1) Applicable percentage ownership is based on 101,867,766 shares of common stock outstanding as of the Determination Date.

- (2) Includes warrants to purchase 1,500,000 shares of common stock currently exercisable, options to purchase 93,750 shares of common stock exercisable or exercisable within 60 days after the Determination Date and 1,405,771 shares of common stock.
- (3) Includes options to purchase 489,796 shares of common stock currently exercisable or exercisable within 60 days after the Determination Date and 3,504,740 shares of common stock.
- (4) Includes options to purchase 91,815 shares of common stock currently exercisable or exercisable within 60 days after the Determination Date, warrants to purchase 20,000 shares of common stock currently exercisable and 20,000 shares of common stock.
- (5) Includes options to purchase 139,434 shares of common stock currently exercisable or exercisable within 60 days after the Determination Date, warrants to purchase 200,000 shares of common stock currently exercisable and 200,000 shares of common stock.
- (6) Includes options to purchase 139,434 shares of common stock currently exercisable or exercisable within 60 days after the Determination Date and 91,428 shares of common stock.
- (7) Includes options to purchase 16,667 shares of common stock currently exercisable or exercisable within 60 days after the Determination Date.
- (8) Includes options to purchase 746,103 shares of common stock currently exercisable or exercisable within 60 days after the Determination Date and 61,714 shares of common stock.
- (9) Includes options to purchase 302,296 shares of common stock currently exercisable or exercisable within 60 days after the Determination Date and 3,504,740 shares of common stock.
- (10) Includes options to purchase 116,667 shares of common stock currently exercisable or within 60 days of the Determination Date.
- (11) Includes warrants to purchase 1,720,000 shares of common stock currently exercisable, options to purchase 2,019,294 shares of common stock currently exercisable or exercisable within 60 days after the Determination Date and 8,872,964 shares of common stock.
- (12) Includes 2,000,000 shares of common stock held by Silverman Insurance Partnership. James Silverman may be deemed to have voting and/or dispositive control with respect to the shares held by Opaleye L.P. and Silverman Insurance Partnership.
- (13) Includes warrants to purchase 279,645 shares of common stock currently exercisable and 10,368,373 shares of common stock. CNI Commercial LLC is a wholly-owned subsidiary of Chickasaw Nation Industries, Inc. ("CNI"). CNI and its President and Chief Executive Officer, David Nimmo, may be deemed to have voting and/or dispositive power with respect to the shares held by CNI Commercial LLC.
- (14) Includes warrants to purchase 854,089 shares of common stock currently exercisable and 5,147,632 shares of common stock. The managing partner of Bionic Partners, LLC is Hugh Regan.
- (15) Includes options to purchase 457,140 shares of common stock currently exercisable or exercisable within 60 days after the Determination Date and 4,723,780 shares of common stock.

OTC Markets

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