

OTCQB Certification

I, Shawn K. Singh, Chief Executive Officer of VistaGen Therapeutics, 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 August 28, 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.)

Daniel Rumsey, Esq., Disclosure Law Group
Jessica Sudweeks, 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:

Rx Communications Group, LLC
555 Madison Avenue, 5th floor
New York, NY 10022

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 Appendix f attached hereto		

Date: September 11, 2015

Name of Certifying CEO or CFO: Shawn K. Singh



Title: Chief Executive Officer

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

Appendix f

As of August 28, 2015

Name Beneficial Owner	Address (City and State)	% Shares Beneficially Owned
<i>Executive officers and directors:</i>		
Shawn K. Singh, JD	San Carlos, CA	17.82%
H. Ralph Snodgrass, PhD	San Carlos, CA	13.49%
Jerrold D. Dotson	Walnut Creek, CA	4.23%
Jon S. Saxe	Los Altos, CA	2.84%
Brian J. Underdown, PhD	Hamilton, ON Canada	2.51%
<i>5% Stockholders:</i>		
Morrison & Foerster LLP	Marshall Small 555 Market Street San Francisco, CA 94105	19.24%
Cato BioVentures	Dr. Allen E. Cato, Ph.D. 4364 South Alston Avenue Durham, NC 27713	14.32%
Platinum Long Term Growth Fund VII/Montsant Partners, LLC	David Steinberg 250 W 55th Street, 14th Floor New York, NY 10019	9.99%
Michael Goldberg	Englewood, NJ	9.99%
Lincoln Park Capital Fund LLC	Robert Garcia 440 N Wells Street, Suite 410 Chicago, IL 60654	8.97%
University Health Network	University Health Network Office of Technology Development & Commercialization MaRS Centre (Heritage Bldg) 101 College Street, Suite 150 Toronto, ON M5G 1L7 Canada	8.93%
Brio Capital Master Fund	Shaye Hirsch 100 Merrick Road, Suite 401W Rockville Centre, NY 11570-4800	7.49%
Calm Seas Capital LLC	Michael McCarthy 4650 Wedekind Road, Suite 2 Sparks, NV 89431	7.48%
David M. Young	San Carlos, CA	7.04%
M Capital Partners LLC	Ben Mayer 250 West 55th Street, 14th Floor New York, NY 10019	7.01%
MBF Sierra Ventures LLC	Mark Fisher 301 West 41st Street, Suite 300 Miami Beach, FL 33140	5.90 %