

## OTCQB Certification

I, Domonic J. Carney, Chief Financial Officer of Ener-Core, 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](http://www.otcmarkets.com) is current and complete as of April 27, 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.)

Shoshannah D. Katz  
Matthew A. Susson  
K&L Gates LLP  
1 Park Plaza, Twelfth Floor  
Irvine, CA 92614  
(949) 253-0900

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:

### Investor Relations

Dian Griesel, Ph.D.  
President  
Dian Griesel International (DGI)  
335 West 38th Street, 3rd Fl.  
New York, NY 10018  
NY: 212.825.3210

John Heilshorn  
Lippert/Heilshorn  
800 Third Avenue, 17<sup>th</sup> Floor  
NY, NY 10022

PR Services:  
Colin Mahoney  
Mahoney Communications Group, LLC  
20 River Terrace #4E  
NY, NY 10282

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
Directors and Officers: Alain J. Castro Boris A. Maslov Domonic J. Carney Michael J. Hammons Christopher J. Brown Bennet P. Tchaikovsky Jeff Horn Ian Copeland Douglas A. Hamrin	Irvine, CA Irvine, CA Irvine, CA San Luis Obispo, CA Irvine, CA Huntington Beach, CA Naples, FL Rockville, MD Irvine, CA	1.26% 0.41% 0.61% 0.19% 0.08% 0.10% 0.14% 0.11% 0.60%
SAIL Exit Partners, LLC SAIL Pre-Exit Acceleration Fund, LP F. Henry Habicht II and Walter L. Schindler, managing partners of Sail Capital Partners deemed to have shared voting and investment powers for Sail Exit Partners, LLC and Sail Pre-Exit Acceleration Fund, LP	Irvine, CA Irvine, CA	15.48% 0.14%
Jeneration Capital Master Fund Jeneration Capital Management is investment manager for Jeneration Capital Master Fund Jimmy Ching-Hsin Chang, Principal of Jeneration Capital Master Fund	Hong Kong, China	9.91%
Like Capital, Limited Ma Chi Wing Wendy, Director	Hong Kong, China	18.39%

Date: April 28, 2016

Name of Certifying CEO or CFO: Domonic J. Carney

Title: Chief Financial Officer

Signature: /s/ Domonic J. Carney  
 (Digital Signatures should appear as "/s/ [OFFICER NAME]")