

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 May 9, 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.)

Michelle Basil, Nutter, McClennan & Fish, 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:

Debbie Kaster, Gilmartin Group LLC, 330 Primrose Rd #512, Burlingame, CA 94010

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		

Date: May 9, 2016

Name of Certifying CEO or CFO: Max Scheder-Bieschin

Title: Chief Financial Officer

OTC Markets

Signature: /s/ Max Scheder-Bieschin
(Digital Signatures should appear as "/s/ [OFFICER NAME]")

Handwritten signature of Max Scheder-Bieschin, consisting of the letters 'MSB' in a stylized, cursive script.

Security Ownership of Certain Beneficial Owners and Management

Beneficial ownership is shown as of March 1, 2016.

<u>Amount and Nature of Beneficial Ownership</u>		
<u>Name of Beneficial Owner</u>	<u>Shares Beneficially Owned</u>	<u>Percent of Class (1)</u>
<i>Directors</i>		
Steven Sherman (2)	3,074,521	2.79%
Daniel Boren (3)	182,410	*
Marilyn Hamilton (4)	580,505	*
Jack Peurach (5)	271,933	*
Stanley Stern (6)	66,667	*
Amy Wendell (7)	50,000	*
<i>Executive Officers</i>		
Thomas Looby (8)	279,200	*
Maximilian Scheder-Bieschin (9)	968,372	*
Russdon Angold (10)	3,954,258	3.63%
Nathan Harding (11)	4,691,865	4.28%
<i>All directors, nominees and executive officers as a group (10 persons)(12)</i>	14,119,731	12.40%
5% Stockholders		
CNI Commercial (13) 2020 Lonnie Abbott Blvd. Ada, OK 74820	10,648,018	9.78%

*Represents less than 1%.

- (1) Applicable percentage ownership is based on 108,555,641 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 168,750 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 142,410 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.
- (4) Includes options to purchase 180,505 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.
- (5) Includes options to purchase 180,505 shares of common stock currently exercisable or exercisable within 60 days after the Determination Date and 91,428 shares of common stock.
- (6) Includes options to purchase 66,667 shares of common stock currently exercisable or exercisable within 60 days after the Determination Date.

- (7) Includes options to purchase 50,000 shares of common stock currently exercisable or exercisable within 60 days after the Determination Date
- (8) Includes options to purchase 275,000 shares of common stock currently exercisable or within 60 days of the Determination Date and 4,200 shares of common stock.
- (9) Includes options to purchase 906,658 shares of common stock currently exercisable or exercisable within 60 days after the Determination Date and 61,714 shares of common stock.
- (10) Includes options to purchase 449,518 shares of common stock currently exercisable or exercisable within 60 days after the Determination Date and 3,504,740 shares of common stock.
- (11) Includes options to purchase 1,187,125 shares of common stock exercisable as of Mr. Harding's separation date of February 23, 2016 and 3,504,740 shares of common stock. Of options currently exercisable, 455,128 shares were subject to accelerated vesting as would have occurred during Mr. Harding's one year severance period.
- (12) Includes warrants to purchase 1,720,000 shares of common stock currently exercisable, options to purchase 3,207,031 shares of common stock currently exercisable or exercisable within 60 days after the Determination Date and 8,792,593 shares of common stock.
- (13) The information in the table and this note is derived from a Schedule 13D filed by CNI Commercial LLC ("CNI") with the Securities and Exchange Commission on May 12, 2015. Based on information contained in the Schedule 13D, CNI owns 10,368,373 shares of common stock and warrants to purchase 279,645 shares of common stock currently exercisable. CNI is a wholly-owned subsidiary of Chickasaw Nation Industries, Inc. Chickasaw Nation Industries, Inc., 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.