

OTCQB Certification

I, Thomas Sammons, Chief Financial Officer of TechPrecision Corporation (“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 (mark the box below that applies with an “X”):

- 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.
- Company is reporting under the Alternative Reporting Company Disclosure Guidelines
- 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 2, 2019 and includes the total shares outstanding, authorized, and in the public float as of that date.

d. Please provide the following information as of the latest practicable date:

i. Number of Beneficial Owners holding at least 100 shares: 1,123 as of July 16, 2019

(“Beneficial Owner” shall mean any person who, directly or indirectly has or shares voting power of such security or investment power, which includes the power to dispose, or to direct the disposition of, such security.)

ii. Number of shares in the Public Float: 21,813,143 as of July 16, 2019

(“Public Float” shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding, or any Affiliates thereof, or any Immediate Family Members of officers, directors and control persons.)

e. The company is duly organized, validly existing and in good standing under the laws of Delaware in which the Company is organized or does business.

f. Identify any law firm and attorney(s) that acted as the Company’s primary legal counsel in preparing its most recent annual report. Include the firm and attorney(s) name if outside counsel, or name and title if internal counsel. (If no attorney assisted in putting together the disclosure, the Company must identify the person or persons who prepared the disclosure and their relationship to the company.) Please also identify any other attorney, if different than the primary legal counsel, that assisted the company during the prior fiscal year on any matter including but not limited to, preparation of disclosure, press releases, consulting services, corporate action or merger assistance, etc.

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| <u>Cecil E. Martin, III</u> | <u>David S. Wolpa</u> |
| <u>McGuireWoods LLP</u> | <u>McGuireWoods LLP</u> |
| <u>7 Saint Paul Street, Suite 1000</u> | <u>201 North Tryon Street, Suite 3000</u> |
| <u>Baltimore, MD 21202-1671</u> | <u>Charlotte, NC 28202-2146</u> |
| <u>Direct: (410) 659-4419</u> | <u>Direct: (704) 343-2185</u> |

g. 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, marketing, brand awareness, consulting, stock promotion, or any other related services to the Company.

Mr. Brett Maas
Hayden IR, LLC
15879 N. 80th Street, Suite 400
Scottsdale, AZ 85260

h. The following is a complete list of 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), including name, address, and number of shares owned. Options and warrants that can be converted into common shares within the next 60 days should be included in the shareholdings listed below. If any of the beneficial shareholders are corporate entities, provide the name and address of the person(s) owning or controlling such corporate entities.

| Name | Address (City and State only) | Number of Shares Owned |
|--------------------|--------------------------------------|---|
| Andrew A. Levy | Greenwich, CT 06831 | 1,947,100 shares; 6.62%; Includes 150,000 shares of common stock that may be acquired pursuant to stock options that may be exercised within 60 days of July 16, 2019. |
| Alexander Shen | Lunenburg, MA 01462 | 1,882,500 shares; 6.05%; Includes 1,870,000 shares of common stock that may be acquired pursuant to stock options that may be exercised within 60 days of July 16, 2019. |
| Walter M. Schenker | Pine Brook, NJ 07058 | 1,462,073 shares; 4.98%; According to a Schedule 13D filed by Maz Partners LP ("MAZ Partners"), MAZ Capital Advisers, LLC ("MAZ Capital") and Mr. Schenker on February 12, 2018, MAZ Partners, MAZ Capital and Mr. Schenker share voting and dispositive power over 1,279,073 shares of the Company's common stock, which are included in this amount. Mr. Schenker is the sole managing member of MAZ Capital, which is the sole general partner of MAZ Partners. This amount also includes (a) 100,000 shares of common stock that may be acquired pursuant to stock options that may be exercised within 60 days of July 16, 2019 and (b) 58,000 shares of common stock held in an IRA account of Mr. Schenker over which Mr. Schenker has sole voting and sole dispositive power. |
| Thomas Sammons | West Boylston, MA 01583 | 562,500 shares; 1.89%; Includes 550,000 shares of common stock |

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| | | that may be acquired pursuant to stock options that may be exercised within 60 days of July 16, 2019. |
| Richard S. McGowan | Fairfield, CT 06824-7159 | 517,064 shares; 1.76%; Includes 100,000 shares of common stock that may be acquired pursuant to stock options that may be exercised within 60 days of July 16, 2019. |
| Robert Crisafulli | Wilton, CT 06897 | 125,000 shares; 0.43%; Includes 100,000 shares of common stock that may be acquired pursuant to stock options that may be exercised within 60 days of July 16, 2019. |
| ARS Investment Partners, LLC Kristen Niebuhr, Chief Compliance Officer | New York, New York 10110 | 3,815,214 shares; 13.0%; According to a Schedule 13G filed with the SEC on February 14, 2019 by ARS Investment Partners, LLC ("ARS"), which has sole voting power and sole dispositive power over 3,815,214 shares of Common Stock. Somerset Capital Partners LP, to which ARS Investment Partners LLC is the investment manager, holds shares of our Common Stock on behalf of ARS. |
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Date: July 31, 2019

Name of Certifying CEO or CFO: Thomas Sammons

Title: Chief Financial Officer

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