

OTCQB Certification

I, Kasey Rosado, Interim CFO of Athersys, Inc (“the Company”), certify that:

1. The Company is registered or required to file periodic reporting with the SEC or is exempt from SEC registration as indicated below:

REGISTERED or REPORTING WITH THE SEC:

- Company is registered under Section 12(g) of the Exchange Act
 Company is reporting under Section 15(d) of the Exchange Act.
 Company is a bank that reports to a Bank Regulator under Section 12(i) of the Exchange Act
 Company is reporting under Regulation A (Tier 2)
 Other (describe) _____

EXEMPT FROM SEC REGISTRATION/NO SEC REPORTING OBLIGATIONS:

- Company is exempt from registration under Exchange Act Rule 12g3-2(b)
 Company is a bank that is non-SEC reporting but is current in its reporting to a Banking Regulator
 Company is reporting under the Alternative Reporting Company Disclosure Guidelines and is otherwise exempt from registration and not required to file periodic reporting

2. 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.
3. The company is duly organized, validly existing and in good standing under the laws of the state or jurisdiction in which the Company is organized or does business.
4. The share information below is for the primary OTCQB traded security as of the latest practicable date:

US Trading Symbol:		<u>ATHX</u>	<u>As of (date):</u>
Shares Authorized	(A)	<u>600,000,000</u>	<u>November 17, 23</u>
Total Shares Outstanding	(B)	<u>61,718,765</u>	<u>November 17, 23</u>
Number of Restricted Shares ¹	(C)	<u>0</u>	<u>November 17, 23</u>
Unrestricted Shares Held by Officers, Directors, 10% Control Persons & Affiliates	(D)	<u>418,512</u>	<u>November 17, 23</u>
Public Float: <i>Subtract Lines C and D from Line B</i>	(E)	<u>61,300,253</u>	<u>November 17, 23</u>
% Public Float: <i>Line E Divided by Line B (as a %)</i> ²	(F)	<u>99.32%</u>	<u>November 17, 23</u>
Number of Beneficial Shareholders of at least 100 shares ³	(G)	<u>1,000</u>	<u>November 17, 23</u>

¹ Restricted Shares means securities that are subject to resale restrictions for any reason. Your transfer agent should be able to provide the total number of restricted securities.

² Public Float means 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 (a “10 percent Control Person”), or any Affiliates thereof, or any Family Members of officers, directors, and control persons. Family Member shall mean a Person’s spouse, parents, children, and siblings, whether by blood, marriage or adoption, or anyone residing in such Person’s home. OTCQB traded securities are required to have a freely traded public float of at least 10% of the shares outstanding unless an exemption applies.

³ Beneficial Shareholder means 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. OTCQB traded securities are required to have at least 50 beneficial shareholders unless an exemption applies.

Ongoing Disclosure and Administrative Services:

List any other attorney or service provider, if different than the primary legal counsel listed above, that assisted the company during the prior fiscal year on any matter related to preparation of company disclosure documents, corporate actions and activities related to submission of a Form 211 or OTC Markets' Application. **Please include the following items in this list: firm name, firm address, primary contact name and description of services provided.** If none, please state "None."

None

7. Investor Relations Providers:

The following is a complete list of third-party providers engaged by the Company, its officers, directors or controlling shareholders, at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this OTCQB Certification, to provide investor relations services, public relations services, marketing, brand awareness, stock promotion, or any other related services to the Company. **Please include the following items in this list: firm name, firm address, primary contact name and description of services provided.** If none, please state "None."

None

8. Officers, Directors and 5% Control Persons:

The following is a complete list of Officers, Directors and 5% Control Persons (control persons are beneficial owners of five percent (5%) or more of any class of the issuer's equity securities). Preferred shares, options, 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. If the corporate entity owning 5% or more does not have a person(s) owning or controlling it, provide a note explaining why. For nominee accounts owning 5% or more, provide the name of the 5% beneficial shareholder for this account. If there are no beneficial shareholders of 5% or more behind a nominee account, add a note confirming this.**

Name (First, Last)	Position/company affiliation (ex: CEO, 5% control person)	City and State (And Country if outside US)	Number of Shares Owned (List common, preferred, warrants and options separately)	Class of shares owned	Percentage of Class of Shares Owned (undiluted)
Daniel, Camardo	CEO	Lake Forest, IL	258,341 common stock	A	0.77%
Maia, Hansen	COO	Cleveland, OH	67,938 common stock	A	0.20%
Kasey, Rosado	Interim CFO	Little Silver, NJ	0 common stock	A	0.00%
Neema, Mayhugh	Board Member	Shaker Heights, OH	0 common stock	A	0.00%
Joseph, Nolan	Board Member	Lake Bluff, IL	21,951 common stock	A	0.07%
Jane Wasman	Chairperson of the Board	New York, NY	35,141 common stock	A	0.10%

Jack Wyszomierski	Board Member	New Hope, PA	35,141 common stock	A	0.10%
Daniel, Camardo	CEO	Lake Forest, IL	69,999 options	A	N/A
Maia, Hansen	COO	Cleveland, OH	23,950 options	A	N/A
Jane Wasman	Chairperson of the Board	New York, NY	38,042 options	A	N/A
Jack Wyszomierski	Board Member	New Hope, PA	47,842 options	A	N/A

Use the space below to provide any additional details, including conversion terms of any class of the issuer's equity securities:

None

9. Certification:

Date: November 17, 2023

Name of Certifying CEO or CFO: Kasey Rosado

Title: Interim CEO

Signed by: 

Signature:

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