

## OTCQB Certification

I, Robert J. Gibson, Vice Chairman of Scopus BioPharma 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 (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
- Company is reporting under Regulation A (Tier 2)
- Other (describe) Company is registered under Section 12(b) of the Exchange Act

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 Delaware 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:

Trading Symbol		SCPS
The data in this chart is as of:		11/21/22
Shares Authorized	(A)	50,000,000
Total Shares Outstanding	(B)	21,094,264
Number of Restricted Shares <sup>1</sup>	(C)	9,938,252
Unrestricted Shares Held by Officers, Directors, 10% Control Persons & Affiliates	(D)	1,000
Public Float: <i>Subtract Lines C and D from Line B</i>	(E)	11,155,012
% Public Float: <i>Line E Divided by Line B (as a %)</i> <sup>2</sup>	(F)	52.9%
Number of Beneficial Shareholders of at least 100 shares <sup>3</sup>	(G)	1,641

<sup>1</sup> 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.

<sup>2</sup> 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.

<sup>3</sup> 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.

5. Convertible Debt:

The following is a complete list of all promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities that were issued or outstanding 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:

Check this box if there were no promissory notes, convertible notes, or other convertible debt arrangements issued or outstanding at any point during this time period.

Date of Note Issuance	Principal Amount at Issuance (\$)	Outstanding Balance (\$) <sup>4</sup>	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	# of Potential Shares to be Issued Upon Conversion <sup>5</sup>	Name of Noteholder (entities must have individual with voting / investment control disclosed). <sup>6</sup>	Reason for Issuance (e.g., Loan, Services, etc.)
04/20 to 09/20	\$2,889,835	\$0	07/31/21	Initial principal and accrued and unpaid interest (10% per annum) convertible into series W warrants ("W Warrants") at \$0.50 per warrant.	At the Maturity Date, 6,169,771 W Warrants were issued upon conversion of \$3,084,875 of principal and accrued and unpaid interest and \$129,548 of principal and accrued and unpaid interest was repaid in cash.	None. 100% of the principal and accrued and unpaid interest was converted into W Warrants or repaid in cash on the Maturity Date.	47 accredited investors	Working capital
<b>Total Outstanding Balance:</b>		\$0		<b>Total Shares:</b>	N/A	N/A		

Use the space below to provide any additional details, including footnotes to the table above:

The convertible notes summarized in the table above were issued to 47 accredited investors in private placements between April 2020 and September 2020. The convertible notes matured on July 31, 2021 ("Maturity Date"). Following the conversion of \$3,084,875 of principal and accrued and unpaid interest into 6,169,771 W Warrants and the repayment in

<sup>4</sup> The Outstanding Balance is to include accrued interest.

<sup>5</sup> The total number of shares that can be issued upon full conversion of the Outstanding Balance. The number should not factor any "blockers" or limitations on the percentage of outstanding shares that can be owned by the Noteholder at a particular time. For purposes of this calculation, please use the current market pricing (e.g. most recent closing price, bid, etc.) of the security if conversion is based on a variable market rate.

<sup>6</sup> International Reporting Companies may elect not to disclose the names of noteholders who are non-affiliates of the company. "Affiliate" is a Person that directly, or indirectly through one or more intermediaries, controls or is controlled by, or is under common control with, an officer, a director, or a shareholder beneficially owning 10 percent or more of the Company's outstanding shares.

cash of \$129,548 of principal and accrued and unpaid interest upon the Maturity Date, the Company had no further obligations relating to the convertible notes. Subsequent to the Maturity Date, the holders of the 6,169,771 W Warrants issued upon conversion of the convertible notes exchanged all of such warrants for approximately 616,977 Class B shares of Duet BioTherapeutics, a majority-owned subsidiary of the Company. The Company takes the confidentiality and privacy of its investors very seriously. Since the investors in the convertible notes participated in private placements, have not otherwise been publicly disclosed, and did not and can longer receive any shares of the Company's common stock relating to their investment in the convertible notes, the Company has elected not to identify such investors publicly in this certification.

6. The following is a complete list of any law firm(s) 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, identify the person(s) 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.

**Dechert LLP** – David S. Rosenthal & Anna Tomczyk

**Greenberg Traurig, LLP** – Mark J. Wishner

7. The following is a complete list of third-party providers, including firm names and addresses, and primary contact names, 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, consulting, stock promotion, or any other related services to the Company. Please describe the services provided by each third-party provider listed below. If none, please state "None".

**Crescendo Communications** – Chrysler Building, 405 Lexington Avenue, 9<sup>th</sup> Floor, Suite 9034, New York, NY 10174 – David Waldman (President & Chief Executive Officer). Crescendo Communications provides investor relations services to the Company.

**Reevemark** – 521 Fifth Avenue, 27<sup>th</sup> Floor, New York, NY 10175 – Nicholas Leasure (Managing Director). Reevemark provides public relations services to the Company.

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), including name, address, and number of shares owned. 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.**

<b>Name (First, Last)</b>	<b>City and State (and Country if outside US)</b>	<b>Number of Shares Owned (list common, preferred, warrants and options separately)</b>	<b>Percentage of Class of Shares Owned</b>
Morris C. Laster	Jerusalem, Israel	6,006,000 (shares of common stock) <sup>(1)</sup>	28.47%
Armistice Capital, LLC	New York, NY	2,100,000 (Additional Investment Options) <sup>(2)</sup>	9.05%
Moreglade Pty. Ltd	Rushcutters Bay, NSW Australia	1,400,000 (shares of common stock) <sup>(3)</sup>	8.81%
Moreglade Pty. Ltd	Rushcutters Bay, NSW Australia	503,636 (W Warrants) <sup>(3)</sup>	Included in 8.81% above
Ira Scott Greenspan	New York, NY	1,520,424 (shares of common stock) <sup>(4)</sup>	7.21%

Joshua R. Lamstein	Armonk, NY	1,469,997 (shares of common stock) <sup>(5)</sup>	6.97%
HCFP/Capital Partners 18B-1 LLC	New York, NY	1,350,000 (shares of common stock) <sup>(6)</sup>	6.40%
Robert J. Gibson	New Canaan, CT	212,352 (shares of common stock) <sup>(7)</sup>	1.01%
David A. Buckel	St. Petersburg, FL	5,941 (shares of common stock)	0.03%
David A. Buckel	St. Petersburg, FL	68,098 (stock options) <sup>(8)</sup>	0.32%
David Weild IV	Nashville, TN	68,098 (stock options) <sup>(9)</sup>	0.32%
Raphael Hofstein, Ph.D.	Toronto, Ontario, Canada	-	0.00%

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

- (1) Based solely on information set forth in an amended Schedule 13D filed by Dr. Laster on May 12, 2021 (the "Amended 13D"), includes: (i) 4,926,000 shares of common stock over which Dr. Laster claims sole beneficial ownership and (ii) 360,000 shares of common stock over which each of Chen Laster, Gabriella Laster and Sara Laster, or 1,080,000 shares of common stock in the aggregate, claims beneficial ownership over which Dr. Laster claims shared beneficial ownership on account of Dr. Laster, Chen Laster, Gabriella Laster and Sara Laster constituting a group. The aggregate number of shares of common stock in this footnote includes 6,000,000 shares of common stock, the ownership of which is subject to dispute.
- (2) Includes 2,100,000 shares of common stock issuable pursuant to outstanding warrants (Additional Investment Options), which are currently exercisable. Armistice Capital, LLC ("Armistice Capital") is the investment manager of Armistice Capital Master Fund Ltd. (the "Master Fund"), the direct holder of the shares of common stock, and pursuant to an Investment Management Agreement, Armistice Capital exercises voting and investment power over the securities of the Company held by the Master Fund and thus may be deemed to beneficially own the securities of the Company held by the Master Fund. Steven Boyd, as the managing member of Armistice Capital, may be deemed to beneficially own the securities of the Company held by the Master Fund. The Master Fund specifically disclaims beneficial ownership of the securities of the Company directly held by it by virtue of its inability to vote or dispose of such securities as a result of its Investment Management Agreement with Armistice Capital.
- (3) Paul Hopper is a Director of Moreglade Pty. Ltd and is deemed to have shared voting and dispositive power over the shares of common stock held by this entity. Mr. Hopper disclaims beneficial ownership of the shares of common stock held by this entity, as he has no pecuniary interest therein.
- (4) Includes: (i) 1,350,000 shares of Common Stock held by HCFP/Capital Partners 18B-1 LLC ("18B-1"), of which Mr. Greenspan is a member and co-manager, (ii) 73,334 shares of Common Stock held by HCP/Advest LLC ("HCP/Advest"), of which Mr. Greenspan is a member and sole manager, and (iii) 9,850 shares of common stock held by certain other HCFP-related entities ("HCFP"). Accordingly, Mr. Greenspan is deemed to have shared voting and dispositive power over the shares of common stock held by 18B-1 and HCFP and sole voting and dispositive power over shares of common stock held by HCP/Advest. Mr. Greenspan disclaims beneficial ownership of the shares of common stock held by these entities, except to the extent of his proportionate pecuniary interest therein. Unless and until a final resolution of the dispute, the 6,000,000 shares of common stock, the ownership of which subject to dispute, are not included in Mr. Greenspan's share ownership.
- (5) Includes 1,350,000 shares of common stock held by 18B-1, of which Mr. Lamstein is a member and co-manager. Accordingly, he is deemed to have shared voting and dispositive power over the shares of common stock held by 18B-1. Mr. Lamstein disclaims beneficial ownership of the shares of common stock held by 18B-1, except to the extent of his proportionate pecuniary interest therein. Also includes an aggregate of 3,000 shares of common stock held by Mr. Lamstein's minor children. Unless and until a final resolution of the dispute, the 6,000,000 shares of common stock, the ownership of which subject to dispute, are not included in Mr. Lamstein's share ownership.
- (6) Messrs. Greenspan and Lamstein members and co-managers of 18B-1 and are deemed to have shared voting and dispositive power over the shares held by 18B-1. Messrs. Greenspan and Lamstein disclaim beneficial ownership of the shares of common stock held by 18B-1, except to the extent of their proportionate pecuniary interest therein.
- (7) Includes 210,052 shares of common stock held by Dayber Snow LLC, of which Mr. Gibson is a member and co-manager. Accordingly, he is deemed to have shared voting and dispositive power over the shares of common stock held by this entity. Mr. Gibson disclaims beneficial ownership of the shares of common stock held by this entity,

except to the extent of his proportionate pecuniary interest therein. Also includes an aggregate of 2,000 shares of common stock held by Mr. Gibson's minor children. Unless and until a final resolution of the dispute, the 6,000,000 shares of common stock, the ownership of which subject to dispute, are not included in Mr. Gibson's share ownership.

- (8) Represents 68,098 shares of Common Stock issuable pursuant to outstanding stock options to purchase our Common Stock, which are currently exercisable or exercisable within 60 days of this certification.
- (9) Represents 68,098 shares of Common Stock issuable pursuant to outstanding stock options to purchase our Common Stock, which are currently exercisable or exercisable within 60 days of this certification.

9. Certification:

Date: December 16, 2022

Name of Certifying CEO or CFO: Robert J. Gibson

Title: Vice Chairman

Signature: /s/ Robert J. Gibson

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