

OTCQB Certification

I, Stephen LaMond, Interim Chief Executive Officer of Peak Bio, Inc. ("the Company"), certify that:

- 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

- 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.
- 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.
- The share information below is for the primary OTCQB traded security as of the latest practicable date:

US Trading Symbol:		<u>PKBO</u>	<u>As of (date):</u>
Shares Authorized	(A)	<u>70,000,000</u>	<u>August 23, 2023</u>
Total Shares Outstanding	(B)	<u>21,903,843</u>	<u>August 23, 2023</u>
Number of Restricted Shares ¹	(C)	<u>2,358,685</u>	<u>August 23, 2023</u>
Unrestricted Shares Held by Officers, Directors, 10% Control Persons & Affiliates	(D)	<u>10,848,807</u>	<u>August 23, 2023</u>
Public Float: <i>Subtract Lines C and D from Line B</i>	(E)	<u>8,696,351</u>	<u>August 23, 2023</u>
% Public Float: <i>Line E Divided by Line B (as a %)</i> ²	(F)	<u>39.7%</u>	<u>August 23, 2023</u>
Number of Beneficial Shareholders of at least 100 shares ³	(G)	<u>118</u>	<u>August 23, 2023</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.

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. **(If the note is no longer outstanding as of the current date, but was outstanding during the previously described period, the note must still be disclosed in the table below.):**

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

Date of Note Issuance	Principal Amount at Issuance (\$)	Outstanding Balance (\$) (include accrued interest)*	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 ⁴	Name of Noteholder (entities must have individual with voting / investment control disclosed). ⁵	Reason for Issuance (e.g., Loan, Services, etc.)
April 28, 2023	\$100,008	\$101,508.12	October 28, 2023	Convertible by Holder any time into the number of shares of Common Stock equal to outstanding principal and accrued interest divided by \$0.60	0	171,680	Wesley Barnett	Loan
April 28, 2023	\$300,000	\$304,500.00	October 28, 2023	Convertible by Holder any time into the number of shares of Common Stock equal to outstanding principal and accrued interest divided by \$0.60	0	515,000	DP Legacy Holdings LLC (Doug Prescott)	Loan
April 28, 2023	\$300,000	\$304,500.00	October 28, 2023	Convertible by Holder any time into the number of shares of Common Stock equal to outstanding principal and accrued interest divided by \$0.60	0	515,000	Thomas Frederick	Loan
April 28, 2023	\$240,000	\$243,600.00	October 28, 2023	Convertible by Holder any time into the number of shares of Common Stock equal to outstanding principal and accrued interest divided by \$0.60	0	412,000	Martin Krytus	Loan
April 28, 2023	\$20,004	\$20,304.06	October 28, 2023	Convertible by Holder any time into the number of shares of Common Stock equal to outstanding principal and accrued interest divided by \$0.60	0	34,340	James Neal	Loan
April 28, 2023	\$180,000	\$182,700.00	October 28, 2023	Convertible by Holder any time into the number of shares of Common Stock equal to outstanding principal and accrued interest divided by \$0.60	0	309,000	Pranabio Investments LLC (Samir Patel)	Loan
April 28, 2023	\$100,008	\$101,508.12	October 28, 2023	Convertible by Holder any time into the number of shares of Common Stock equal to outstanding principal and accrued interest divided by \$0.60	0	171,680	David and Kristi Lam	Loan

⁴ 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.

⁵ 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.

April 28, 2023	\$20,004	\$20,304.06	October 28, 2023	Convertible by Holder any time into the number of shares of Common Stock equal to outstanding principal and accrued interest divided by \$0.60	0	34,340	Urquhart Revocable Trust (Craig Urquhart; Yvette Coto Urquhart)	Loan
April 28, 2023	\$20,004	\$20,304.06	October 28, 2023	Convertible by Holder any time into the number of shares of Common Stock equal to outstanding principal and accrued interest divided by \$0.60	0	34,340	Madavese Capital Partners (Stephan Madaffarri)	Loan
April 28, 2023	\$600,000	\$609,000.00	October 28, 2023	Convertible by Holder any time into the number of shares of Common Stock equal to outstanding principal and accrued interest divided by \$0.60	0	1,030,000	James D. Kollefrath 2017 Irrevocable Trust (James Kollefrath)	Loan
April 28, 2023	\$25,002	\$25,377.03	October 28, 2023	Convertible by Holder any time into the number of shares of Common Stock equal to outstanding principal and accrued interest divided by \$0.60	0	42,920	Zachary Burch Williams Malone Revocable Trust (Zachary Malone)	Loan
April 28, 2023	\$40,002	\$40,602.03	October 28, 2023	Convertible by Holder any time into the number of shares of Common Stock equal to outstanding principal and accrued interest divided by \$0.60	0	68,670	Ramchandra Jakhotia and Rashmi Jakhotia Trust (Ramchandra Jakhotia)	Loan
April 28, 2023	\$60,000	\$60,900.00	October 28, 2023	Convertible by Holder any time into the number of shares of Common Stock equal to outstanding principal and accrued interest divided by \$0.60	0	103,000	Kristin Cartwright	Loan
April 28, 2023	\$30,000	\$30,450.00	October 28, 2023	Convertible by Holder any time into the number of shares of Common Stock equal to outstanding principal and accrued interest divided by \$0.60	0	51,500	Cohen Revocable Trust Dated April 21, 2020 (Jason Cohen)	Loan
April 28, 2023	\$60,000	\$60,900.00	October 28, 2023	Convertible by Holder any time into the number of shares of Common Stock equal to outstanding principal and accrued interest divided by \$0.60	0	103,000	Advanta IRA Services FBO Matthew Joyce Roth IRA (Matthew Joyce)	Loan
April 28, 2023	\$100,002	\$101,502.03	October 28, 2023	Convertible by Holder any time into the number of shares of Common Stock equal to outstanding principal and accrued interest divided by \$0.60	0	171,670	Brad Stevens	Loan
April 28, 2023	\$1,130,775	\$1,147,736.72	October 28, 2023	Convertible by Holder any time into the number of shares of Common Stock equal to outstanding principal and accrued interest divided by \$0.60	0	1,941,164	Hoyoung Huh	Loan
Total Outstanding Balance:		\$3,375,696	Total Shares:		0	5,709,306		

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

* Loan Balance with Accrued Interest as of July 28, 2023

6. Disclosure and Administrative Service Providers:

Annual Report Preparation:

List any law firm(s) and attorney(s) (including internal counsel) that acted as the Company's primary legal counsel in preparing its most recent annual report. (If no attorney assisted in putting together the disclosure, identify the person(s) who prepared the disclosure and their relationship to the company.)

DLA Piper LLP (Scott Cowan; Nicholas Luciano) (51 John F. Kennedy Parkway, Suite 120, Short Hills, NJ 07078)

General Counsel (Peter McCabe) (4900 Hopyard Road, Suite 100, Pleasanton, CA 94588)

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."

Danforth Advisors (300 Bear Hill Road, Waltham, MA 02451) (Tim Cunningham) (Accounting Services)

Marcum LLP (730 Third Avenue, New York, NY 10017) (Elizabeth Marks) (Public Company Audit)

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)

Stephen LaMond	CEO and Director	Denver, CO	0	N/A	0
Timothy Cunningham	CFO	Vero Beach, FL	0	N/A	0
Peter McCabe	General Counsel	Alamo, CA	0	N/A	0
Satyajit Mitra	Executive Director	0	18,647	Options	0.5%
Hoyoung Huh*	Director	Miami, FL	8,508,682	Common Stock	38.8%
			176,292	Warrants	1.8%
James Neal	Director	Danville, CA	33,340	Warrants	0.15%
David Rosenberg	Director	Scarsdale, NY	389,630	Common Stock	1.8%
			728,125	Warrants	7.3%
Michael Friedman	Director	New York, NY 10022	18,692	Common Stock	.085%
			35,000	Warrants	0.3%
SBI Investment KOREA, Ltd.**	Control Person	Seoul, Korea	3,621,489	Common Stock	16.5%

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

* Includes 8,135,742 shares of Common Stock held by Hoyoung Huh and 372,940 shares of Common Stock held by Hannol Ventures LLC of which Mr. Huh is the sole member and who has voting and dispositive power over such shares.

** Includes Common Stock held by SBI Cross-border Advantage Fund, an affiliate of SBI, 599,202 shares of Common Stock held by SBI Healthcare Fund 1, an affiliate of SBI, 1,601,067 shares of Common Stock held by IBKC-SBI Bio Fund 1, an affiliate of SBI, 83,800 shares Common Stock held by SBI KIS 2016-1 Fund, an affiliate of SBI, 167,600 shares of Common Stock held 2014 KIF-SBI IT Investment Fund, an affiliate of SBI, 419,017 shares of Common Stock held by Global Gateway Fund 1, an affiliate of SBI and 179,179 shares of Common Stock held by 2019 SBI Job Creation Fund, an affiliate of SBI. The business address of SBI is 14th FL., NC Tower, 509, Teheran-ro, Gangnam-gu, Seoul, Korea. We understand that no single person holds voting or dispositive power over these entities.

9. Certification:

Date: 8/24/2023

Name of Certifying CEO or CFO: Stephen LaMond

Title: CEO

DocuSigned by:
Stephen LaMond
Signature: D8CF35112721468...
(Digital Signatures should appear as "/s/ [OFFICER NAME]")