OTC Markets

Management Certification

The undersigned, on behalf of Aptose Biosciences Inc. ("the Company"), certifies that the information provided herein is accurate and complete to the best of the Company's knowledge.

1. The Company is current in its disclosure obligations pursuant to the following reporting standard:

SEC Reporting Obligations

- (•) The Company has a reporting obligation under Section 13 or 15(d) of the Exchange Act
- ( ) The Company has a reporting obligation under Regulation A (Tier 2)
- ( ) The Company has a reporting obligation under Regulation Crowdfunding (CF)
- ( ) Other (please describe) [ ]

Other Reporting Obligations

- ( ) The Company is a U.S. bank, bank holding company, or similar financial institution exempt from SEC registration, has a reporting obligation to a U.S. Bank Regulator and follows OTC Markets' Bank Reporting requirements.
- ( ) The Company is exempt from SEC registration and is reporting under the Alternative Reporting Standard

2. Indicate below whether the Company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 of the Exchange Act of 1934):

   Yes: [☐] No: [☒]

3. Indicate below whether the Company is subject to Bankruptcy or reorganization proceedings.

   Yes: [☐] No: [☒]

4. The Company has a Verified Company Profile on OTCMarkets.com.

5. The Company is duly organized and in good standing under the laws of the state or jurisdiction in which the Company is organized or does business.

6. The Company understands and acknowledges its obligations to report company-related actions pursuant to Exchange Act Rule 10b-17 and FINRA Rule 6490.

7. The Company understands and acknowledges its obligations to publicly disclose material information in a timely manner in accordance with applicable U.S. federal securities laws, including but not limited to Section 10(b) of the Exchange Act and Rule 10b-5 thereunder.

8. The Company's transfer agent and its address are listed below. If the Company acts as its own transfer agent, indicate that by listing the Company and its information in the fields provided.[1]

   Transfer Agent: Computershare
   Address: 100 University Avenue, 8th Floor
   Toronto, Ontario, M5J 2Y1

[1] OTCQX, OTCQB, and OTCID companies are required to retain a transfer agent that participates in the Transfer Agent Verified Shares Program. OTCID companies that act as their own transfer agent may submit data directly to OTC Markets.

9. The Company's most recent Annual Report was prepared by:

   Below is a list all 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 or, if no attorney assisted in preparing the disclosure, the person(s) who prepared the disclosure and their relationship to the Company.

   Dorsey & Whitney LLP (Anthony Epps, Daniel Miller)

10. The Company's Officers, Directors and 5% Control Persons are listed below:

    The table below provides information regarding all officers and directors of the Company, or any person that performs a similar function, regardless of the number of shares they own. To the best of the Company's knowledge, it includes all individuals or entities beneficially owning 5% or more of any class of the issuer's equity securities. To identify holders of 5% or more, companies may obtain a recent copy of their shareholder list that includes Non-Objecting Beneficial Owners or "NOBOs." SEC Reporting companies may also research their beneficial ownership and insider transaction filings such as on Schedules 13G or 13D or on Forms 3, 4, and 5.

    As of (latest practicable date): March 16, 2026

Individual Name (First, Last) **or** **Entity Name** (Include names of control person(s) if a corporate entity)	**Position/Company Affiliation** (ex: CEO, 5% Control person)	**City and State** (Include Country if outside U.S.)	**Number of Shares Owned** (List common, preferred, warrants and options separately)	**Class of Shares Owned**	**Percentage of Class of Shares Owned** (undiluted)
Dr. Rafael Bejar	Chief Medical Officer	La Jolla, California, U.S.	244 common; 5,925 options	Common	0.0096%
Dr. Denis Burger	Director	Portland, Oregon, U.S.	48 common; 1,298 options	Common	0.0019%
Fletcher Payne	CFO	Denver, Colorado, U.S.	244 common; 4,499 options	Common	0.0096%
Dr. Erich Platzer	Director	Basel, Switzerland	1,122 common; 1,242 options	Common	0.0440%
Dr. William G. Rice	CEO, Chairman	Tullahoma, Tennessee, U.S.	4,473 common; 14,223 options; 1,667 warrants	Common	0.1752%
Dr. Bernd R. Seizinger	Director	Stockton, New Jersey, U.S.	566 common; 444 options	Common	0.0222%
Mark D. Vincent	Director	London, Ontario, Canada	14 common; 1,284 options	Common	0.0005%
Warren Whitehead	Director	Toronto, Onatrio, Canada	33 common; 1,187 options	Common	0.0013%
Hanmi Pharmaceuticals Co., Ltd.	5% control person	Seoul, Korea	508,710 common; 77,972 warrants	Common	19.9304%

Andrew Schwartzberg	5% control person	U.S.	181,350 common	Common	7.1050%

Any additional material details, including conversion terms of any class of the issuer's equity securities, are below:

N/A

11. The Company has Convertible Debt as detailed below:

The following is a complete list of the Company's Convertible Debt which includes all promissory notes, convertible notes, convertible debentures, or any other debt instruments convertible into a class of the issuer's equity securities. The table includes all issued or outstanding convertible debt at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this Certification.

[☒] Check this box to confirm the Company had no Convertible Debt 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[2]	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)
Total Outstanding Balance:				**Total Shares:**				

Any additional material details, including footnotes to the table are below :

_____

[2] 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.

Signature:

Name of Principal Executive Officer or Principal Financial Officer: Fletcher Payne

Title: Chief Financial Officer

Date: May 20, 2026

Signature: /s/ FLETCHER PAYNE

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