OTC Markets

OTCQB Certification

I, Jeff Eliot Margolis, Vice President, Treasurer, Secretary of Cortex Pharmaceuticals, Inc. ("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 (check one):
- ☐ 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.
- ☐ 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 March 31, 2015 and includes the total shares outstanding, authorized, and in the public float as of that date.

d. The following is a complete list of attorney(s) and law firm(s) who advised or assisted in the preparation of the Company's most recent annual report, including in-house counsel: (If no attorney assisted in putting together the disclosure, indicate the person or persons who prepared the disclosure and their relationship to the company.)

Drinker Biddle & Reath

e. 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, or other related services to the Company including promotion of the Company or its securities:

None

f. Listed below are the names, legal addresses and % of shares owned by all 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). If any of the beneficial shareholders are corporate shareholders, the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders must also be included.

Name	Address (City and State only)	% Shares Owned
Arnold Lippa Family Trust of 2007, Scott Lavin TTEE	New York, NY	29.02
Ayer Special Situations Fund I, LP, Jay Venkatesan	Valley Cottage, NJ	16.09
Sachin R. Kelkar	Kensington, CA	10.43
Origin Ventures II, L.P. (and affiliates), Bruce Barron	Northbrook, IL	10.05
Barton Asset Management, LLC, Harris Barton	San Francisco, CA	9.63
Dariusz Naziek	Wayne, NJ	9.25
Alan Gelband Company Defined	New York, NY	8.97

Contribution Pension Plan & Tr, Alan Gelband		
Illinois Emerging Technology Fund, LP (and affiliates), John Banta or Nancy Sullivan	Chicago, IL	8.44 - See supplementary sheet for additional names.

Date: 05/13/2015

Name of Certifying CEO or CFO: Arnold S. Lippa

Title: CEO

Signature: /s/ Arnold S. Lippa
(Digital Signatures should appear as "/s/ [OFFICER NAME]")

Cortex Pharmaceuticals, Inc.

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Control Persons, 5% Shareholders, Officers

Supplementary Sheet

May 13, 2015

All %'s on this page and on the certification are as of 03/31/2015

Name	Address (City & State only)	% Shares Owned
SY Corporation Co., Ltd, control person not known at this time	Kyoungsangnam-Do South Korea	6.82
Brian Frenzel	Sunnyvale, CA	6.01
Ronak Patel	San Francisco, CA	6.00
Officers		
Arnold S. Lippa, CEO, Executive Chairman, BOD	Ridgewood, NJ	0.00
Jeff Eliot Margolis, VP, Treasurer, Secretary, BOD	New York, NY	8.37
Robert N. Weingarten, CFO, BOD	Woodlands Hills, CA	8.14
James E. Sapirstein, BOD	Little Silver, NJ	0.83
Kathryn MacFarlane,BOD	Washington, DC	0.83
Richard D. Purcell	Fair Haven, NJ	0.41