

## OTCQB Certification

I, Robert Andrade, CFO of Fennec 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](http://www.otcmarkets.com) is current and complete as of March 31, 2016 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.)

Garett Sleichter, Rutan & Tucker, LLP, 611 Anton Boulevard, 14<sup>th</sup> Floor, Costa Mesa, CA 92626  
Brigitte LeBlanc-Lapointe, LaBarge Weinstein LLP, 515 Legget Drive, Suite 800, Ottawa, ON K2K 3G4

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:

Vintage (a division of PR Newswire), 350 Hudson Street, Suite 300, New York, NY 10014  
Broadridge ICS, PO Box 416423, Boston, MA 02241-6423  
Marketwired L.P. 25 York Street, Suite 900, PO Box 403, Toronto, ON M5J 2V5

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
Rostislav Raykov	Summit, NJ	5.04
Robert Andrade	Tool, TX	3.02
Kryisia Lynes	Durham, NC	0.37
Adrian Haigh	Baar, Switzerland	1.29
Khalid Islam	Lugano, Switzerland	1.74
Steven Skolsky	Chapel Hill, NC	0.77
Chris Rallis	Cary, NC	0.88
Robert Butts	New York, NY	7.03
Southpoint Capital Advisors, LP. John S. Clark II, holds dispositive power over shares	623 5 <sup>th</sup> Avenue, Suite 2503, New York, NY 10022	36.54

683 Capital Management, LLC, Ari Zweiman holds dispositive power over share	595 Madison Avenue, 17 <sup>th</sup> Floor, New York, NY 10025	8.08
Manchester Management Company, LLC. Dispositive power over shares held by Jeb Besser and Morgan Frank	131 Charles Street, 1st Floor, Boston, MA 02114	16.75

Date: April 28, 2016

Name of Certifying CEO or CFO: Robert Andrade

Title: CFO

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