OTC Markets

OTCQB Certification

I, Russell Richerson, Chief Operating Officer of GenSpera, 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 May 10, 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.)

Silvestre Law Group, P.C.

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:

LHA
2121 Avenue of the Stars
Suite 2970
Los Angeles, CA, 90067
United States

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
Please see attached schedule for beneficial ownership information		

Date: 5/10/16

Name of Certifying CEO or CFO: _____

Title: Interim Principal Executive and Accounting Officer

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

Security Ownership of Certain Beneficial Owners and Management

The following table sets forth, as of April 30, 2016, information regarding beneficial ownership of our capital stock by:

- each person, or group of affiliated persons, known by us to be the beneficial owner of 5% or more of any class of our voting securities;
- each of our current directors and nominees;
- each of our current named executive officers; and
- all current directors and named executive officers as a group.

Beneficial ownership is determined according to the rules of the SEC. Beneficial ownership means that a person has or shares voting or investment power of a security and includes any securities that person or group has the right to acquire within 60 days after the measurement date. This table is based on information supplied by officers, directors and principal stockholders. Except as otherwise indicated, we believe that each of the beneficial owners of the common stock listed below, based on the information such beneficial owner has given to us, has sole investment and voting power with respect to such beneficial owner's shares, except where community property laws may apply.

Name and Address of Beneficial Owner(1)	Shares	Common Stock Shares Underlying Convertible Securities (2)	Total	Percent of Class (2)
Directors and named Executive Officers				
Russell B. Richerson, PhD(10)	942,392	2,699,570	3,641,962	8.2%
Bo Jesper Hansen, MD, PhD(11)	—	193,500	193,500	*
Scott Ogilvie(12)	—	298,000	298,000	*
Peter E. Grebow, PhD(13)	—	193,750	193,750	*
All directors and executive officers as a group (4 persons)	942,392	3,384,820	4,327,212	10.4%
Beneficial Owners of 5% or more				
Craig Dionne, PhD(9)	2,227,249(3)	3,416,072	5,643,321	12.5%
Kihong Kwon, MD(4)	2,456,567	-	2,456,567	5.9%
Alpha Capital Anstalt (5)(8)	1,788,166	337,099	2,125,265	5.0%
Sabby Healthcare Master Fund, Ltd. (6)(8)	2,363,629	-	2,363,629	5.7%
Sabby Volatility Warrant Master Fund, Ltd. (7)(8)	1,640,731	484,534	2,125,265	5.0%

* Less than one percent.

(1) Except as otherwise indicated, the persons named in this table have sole voting and investment power with respect to all shares of common stock shown as beneficially owned by them, subject to community property laws where applicable and to the information contained in the footnotes to this table. Unless otherwise indicated, the address of the beneficial owner is GenSpera, Inc., 2511 N Loop 1604 W, Suite 204, San Antonio, TX 78258.

(2) Pursuant to Rules 13d-3 and 13d-5 of the Exchange Act, beneficial ownership includes any shares as to which a shareholder has sole or shared voting power or investment power, and also any shares which the shareholder has the right to acquire within 60 days, including upon exercise of common shares purchase options or warrants. There were 41,762,356 shares of common stock issued and outstanding as of April 30, 2016.

(3) Includes 18,002 shares owned by Craig A. Dionne & Bonnie Camille Dionne TTEES The Dionne Annuity Trust of 2011, 981,998 shares owned by Craig A. Dionne & Bonnie Camille Dionne JTWROS, and 500,000 shares owned by Craig A. Dionne 2015 GRAT #2, where Dr. Dionne is trustee and beneficiary.

(4) Does not include 1,804,455 warrants or convertible securities subject to exercise conditions based on percentage ownership. Dr. Kwon's residence is in Fullerton, California.

(5) Does not include 10,325,848 warrants or preferred stock convertible into common stock securities subject to exercise conditions based on percentage ownership. Shareholder is domiciled in Vaduz, Liechtenstein.

(6) Does not include 17,388,356 warrants or preferred stock convertible into common stock subject to exercise conditions based on percentage ownership. Stockholder is domiciled in the Cayman Islands.
(7) Does not include 12,764,754 warrants or preferred stock convertible into common stock subject to exercise conditions based on percentage ownership.
(8) Share ownership and percentage calculations made pursuant to disclosure made to the Company by reporting person on or about January 1, 2016.
(9) On March 16, 2016, Dr. Dionne provided the Company notice of termination as Chief Executive Officer and Chief Financial Officer. Pursuant to the terms of the Company's equity compensation plans, any unvested options shall terminate one (1) month from the date of Dr. Dionne's termination and any vested options will terminate three (3) months from the date of Dr. Dionne's termination. All shares underlying such options will revert back to the respective equity compensation plans from which they were granted and be available for future grants. Dr. Dionne's residence is in San Antonio, Texas.
(10) Dr. Richerson's residence is in Tucson, Arizona.
(11) Dr. Hansen's residence is in Meggen, Switzerland
(12) Mr. Ogilvie's residence is in Los Angeles, California.
(13) Dr. Grebow's residence is in Penilyn, Pennsylvania.