

OTCQB Certification

I, Miriam Martinez, Chief Financial Officer of Emergent Capital, 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 (mark the box below that applies with an "X"):

- ☐ 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 01/23/2017 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.)

Foley and Lardner LLP, One Independent Drive, Suite 1300, Jacksonville, FL 32202-5017

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:

Please see the attached.

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
<u>Bulldog Investors LLC</u> Re: Phillip Goldstein	Saddle Brook, NJ	14.51
<u>Nantahala Capital</u> Re: Jonathan Buba	Darien, CT	6.64
<u>NS Advisors LLC</u> Re: Andrew Jones	Westport, CT	6.32
<u>Horizon Asset Management</u> Re: James Davalos	New York, New York	6.05
<u>Richard Jacinto</u>	Unknown	5.99

OTC Markets

Date: 01/25/17

Name of Certifying CEO or CFO: Miriam Martinez

Title: Chief Financial Officer

Signature:



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

Part C. Service Providers and Company Contacts

1. **OTCQX Sponsor** (May not be required for companies delisting from a national securities exchange. See Section 2.6 (b) of the OTCQX Rules for U.S. Companies)

Name of Firm: _____
Primary Contact Name: _____
Address: _____
Email: _____
Phone Number: _____

2. **Accountant/Auditor**

Name of Firm: Grant Thornton
Primary Contact Name: Kelly Phillips
Address: 1301 International Parkway, Suite 300, Fort Lauderdale, FL 33323
Email: kelly.phillips@us.gt.com
Phone Number: (954) 331-1168

3. **Securities Counsel**

Name of Firm: Holland & Knight
Primary Contact Name: Jesus Cuza
Address: 701 Brickell Avenue, Suite 3300 | Miami, FL 33131
Email: 305.789.7513
Phone Number: jesus.cuza@hklaw.com

4. **Other Counsel (Optional)**

Name of Firm: Foley & Lardner LLP
Primary Contact Name: Michael B. Kirwan
Address: One Independent Drive | Suite 1300, Jacksonville, FL 32202
Email: MKirwan@foley.com
Phone Number: 904.633.8913

5. **Investment Bank (Optional)**

Name of Firm: FBR & Co.
Primary Contact Name: Brent Hodges
Address: 1300 North 17th Street, Suite 1400, Arlington, VA 22209
Email: bhodges@fbr.com
Phone Number: 703.312.9610

6. **Transfer Agent (must be SEC registered)**

Name of Firm: American Stock Transfer & Trust Company, LLC
Primary Contact Name: Barry Rosenthal
Address: 6201 15th Avenue, Brooklyn, NY 11219
Email: brosenthal@amstock.com
Phone Number: 718 921-8200 ext 6467

☒ **Yes, I have authorized this Transfer Agent to provide information directly to OTC Markets Group (required).** By checking this box, you acknowledge that you have authorized your Transfer Agent to provide to OTC Markets Group upon its request information related to the Company's securities, including but not limited to, shares authorized, shares issued and outstanding, and share issuance history.