

OTCQB Certification

I, Leone D. Patterson, CFO of Diadexus, 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 April 13, 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.)

Cooley LLP
Glen Sato, lead partner
3175 Hanover Street
Palo Alto, CA 94304
650-843-5502

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:

Amy Figueroa - Diadexus, Inc.
349 Oyster Point Blvd.
South San Francisco, CA 94080

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
Leap Tide Capital Management, LLC & Jan Loeb	10451 Mill Run Circle, Ste 400 Owing Mills, MD 21117	9.08%
Norma . Pessin, Sandra F. Pessin, and Brian Pessin	366 Madison Ave., 14 th floor New York, NY 10017	8.65%
GlaxoSmithKline plc: Sir Andrew Witty	980 Great West Road Brentford, Middlesex TW8 9GS England	6.37%
GROW Partners, LLC ; Carl M.	600 West Broadway, Ste 930	5.67

OTC Markets

Wiese	San Diego, CA 92101	
Lori F. Rafield, Chair of Board, CEO	349 Oyster Pt. Blvd South San Francisco, CA	1.74%
Leone D. Patterson, CFO	349 Oyster Pt. Blvd South San Francisco, CA	less than 1%
See attached beneficial ownership table for additional officers and directors		

Date: 04/13/2015

Name of Certifying CEO or CFO: Leone D. Patterson

Title: VP, CFO

Signature: 

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

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

Except for information based on Schedules 13G, as indicated in the footnotes, the following table sets forth information regarding the beneficial ownership of shares of our Common Stock as of March 31, 2015 for:

- each person known to us to be the beneficial owner of more than 5% of our outstanding shares of Common Stock;
- each of our named executive officers;
- each of our directors; and
- all directors and executive officers as a group.

Beneficial ownership is determined in accordance with the rules of the SEC and generally includes voting and investment power with respect to the securities. Except as otherwise provided by footnote, and subject to applicable community property laws, the persons named in the table have sole voting and investment power with respect to all shares of Common Stock shown as beneficially owned by them. The number of shares of Common Stock used to calculate the percentage ownership of each listed person includes the shares of Common Stock that the person has the right to acquire beneficial ownership of within 60 days of March 31, 2015, but those shares are not treated as outstanding for the purpose of computing the percentage ownership of any other person.

Percentage of beneficial ownership is based on 57,536,305 shares of Common Stock outstanding as of March 31, 2015.

Unless otherwise indicated, the address of each individual listed below is c/o Diadexus, Inc., 349 Oyster Point Boulevard, South San Francisco, CA 94080.

<u>Name of Beneficial Owner</u>	<u>Shares of Common Stock Beneficially Owned</u>			
	<u>Common Stock</u>	<u>Number of Shares that May Be Acquired Within 60 Days</u>	<u>Number of Shares Beneficially Owned</u>	<u>Percentage Beneficially Owned</u>
5% Stockholders:				
Leap Tide Capital Management, LLC & Jan Loeb (1) 10451 Mill Run Circle, Suite 400 Owings Mills, MD 21117	5,225,349	—	5,225,349	9.08%
Norman H. Pessin, Sandra F. Pessin, and Brian Pessin (2) 366 Madison Avenue, 14 th Floor New York, NY 10017	4,977,791	—	4,977,791	8.65%
GlaxoSmithKline plc (3) 980 Great West Road Brentford, Middlesex TW8 9GS England	3,663,507	—	3,663,507	6.37%
GROW Partners, LLC (4) 600 West Broadway, Suite 930 San Diego, CA 92101	3,259,600	—	3,259,600	5.67%
Directors and Named Executive Officers:				
Lori F. Rafield, Ph.D.	227,932	787,000	1,014,932	1.74%
Emi Zychlinsky, Ph.D.	22,500	852,083	874,083	1.50%
Brian E. Ward, Ph.D.	309,801	—	309,801	*
Karen Drexler	6,500	270,000	276,500	*
Oye Y. Olukotun M.D.	5,958	105,000	110,958	*
Elizabeth Hutt Pollard	—	25,000	25,000	*
James Sulat	—	25,000	25,000	*
John Curnutte, M.D., Ph.D.	—	—	—	*
Kenneth Fang, M.D.	—	—	—	*

Alexander Johnson	—	—	—	*
All directors and executive officers as a group (9 persons).....	572,691	2,064,083	2,636,774	4.42%

* Represents beneficial ownership of less than one percent of the outstanding shares of Common Stock.

- (1) Based upon a Schedule 13D/A filed with the SEC on March 2, 2015 by Leap Tide Capital Management, LLC and Jan Loeb. Leap Tide Capital Management, LLC ("Leap Tide") is the investment manager of Leap Tide Partners, L.P., a Delaware limited partnership ("LT Partners") and a certain managed account (the "Leap Tide Managed Account"). The general partner of LT Partners is Leap Tide Capital Management GP, L.L.C., a Delaware limited liability company ("LT Partners GP"). Leap Tide, as the investment manager of LT Partners and the Leap Tide Managed Account, may be deemed to be the beneficial owner of the 2,671,286 shares of common stock owned by LT Partners and the 1,313,363 shares of common stock held in the Leap Tide Managed Account. Jan Loeb is the beneficial owner of 1,240,700 shares of common stock, and as the Managing Member of Leap Tide, may be deemed to be the beneficial owner of the 3,984,649 shares of common stock deemed to be beneficially owned by Leap Tide. The Schedule 13D/A filed by the reporting persons provides information only as of February 26, 2015, and, consequently, the beneficial ownership of the above-mentioned reporting persons may have changed between February 26, 2015 and March 31, 2015.
- (2) Based upon a Schedule 13D/A filed with the SEC on January 8, 2015 by Norman H. Pessin, Sandra F. Pessin, and Brian Pessin. Norman H. Pessin owns 4,127,499 shares of common stock, Brian Pessin owns 550,292 shares of common stock and Sandra F. Pessin owns 300,000 shares of common stock. The Schedule 13D/A filed by the reporting persons provides information only as of January 8, 2015, and, consequently, the beneficial ownership of the above-mentioned reporting persons may have changed between January 8, 2015 and March 31, 2015.
- (3) Based upon a Schedule 13G filed with the SEC on August 5, 2010 by GlaxoSmithKline plc. The shares of Common Stock are held by GlaxoSmithKline LLC, a wholly owned subsidiary of GlaxoSmithKline plc.
- (4) Based upon a Schedule 13G filed with the SEC on February 3, 2014 by GROW Partners, LLC and Carl M. Wiese.