


**OFFICER'S CERTIFICATE
OF
DELMAR PHARMACEUTICALS, INC.**

The undersigned does hereby certify that he is the duly elected, qualified and acting Chief Financial Officer of DelMar Pharmaceuticals, Inc., a Nevada corporation (the "Company"), and the undersigned does hereby further certify as follows:

Attached hereto as Exhibit A is a true, and correct copy of the Company's pro-forma balance sheet as of October 31, 2014 (the "Balance Sheet"). The Balance Sheet takes into account recent warrant exercises by certain investors, certain warrant amendments, as well as certain shares issued for services.

[SIGNATURE PAGE TO FOLLOW]

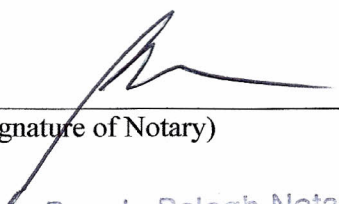
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*20*th IN WITNESS WHEREOF, the undersigned has executed this Officer's Certificate effective as of this day of November, 2014.



Anthony Scott Praill
Chief Financial Officer

PROVINCE OF BRITISH COLUMBIA
COUNTY OF CANADA

On this *20* day of *November*, 2014, before me, the undersigned, a Notary Public in and for said Province, personally appeared Anthony Scott Praill, Chief Financial Officer of DelMar Pharmaceutical, Inc., personally known to me or proved to me on the basis of satisfactory evidence to be the Individual whose names are subscribed to the within instrument and acknowledged to me that *he*/she executed the same in *his*/her capacity, and that by *his*/her signature on the instrument, the individuals, or the person(s) upon behalf of which the individuals acted, executed this instrument.



(Signature of Notary)

(NOTARY SEAL)

Brenda Balogh Notary Public
130-1203 Homer Street
(Name of Notary) Vancouver, B.C. V6B 2Y5
604-685-1544

DelMar Pharmaceuticals, Inc.

October 31, 2014 Pro Forma Balance Sheet
(Unaudited)

Exhibit A

	September 30, 2014	Pro Forma Adjustments					October 31, 2014
	Balances	1	2	3	4	5	Pro Forma Balances
Assets							
<i>Current Assets</i>							
Cash and cash equivalents	4,315,746	738,626		-360,000			4,694,372
Taxes and other receivables	19,340						19,340
Prepaid expenses	162,246						162,246
	<u>4,497,332</u>	<u>738,626</u>	<u>0</u>	<u>-360,000</u>	<u>0</u>	<u>0</u>	<u>4,875,958</u>
Liabilities							
<i>Current liabilities</i>							
Accounts payable and accrued liabilities	293,989						293,989
Related party payables	41,674						41,674
	<u>335,663</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>335,663</u>
Stock option liability	182,065						182,065
Derivative liability	3,458,662	-346,018	-825,502		916		2,288,058
	<u>3,976,390</u>	<u>-346,018</u>	<u>-825,502</u>	<u>0</u>	<u>916</u>	<u>0</u>	<u>2,805,786</u>
Stockholder's equity							
Preferred stock	278,530						278,530
Common stock	36,842	1,136				187	38,165
Additional paid-in capital	13,982,362	1,083,508	825,502			206,299	16,097,671
Warrants	6,187,805						6,187,805
Accumulated deficit	-19,985,775			-360,000	-916	-206,486	-20,553,177
Accumulated other comprehensive income	21,178						21,178
	<u>520,942</u>	<u>1,084,644</u>	<u>825,502</u>	<u>-360,000</u>	<u>-916</u>	<u>0</u>	<u>2,070,172</u>
	<u>4,497,332</u>	<u>738,626</u>	<u>0</u>	<u>-360,000</u>	<u>0</u>	<u>0</u>	<u>4,875,958</u>

Pro Forma Adjustments

1. To record proceeds of \$738,626 from the exercise of 1,136,347 warrants at \$0.65 per warrant and to record the reclassification of the pro rata portion of the related derivative liability to equity.
2. To record the reclassification of the Dividend Warrant portion of the derivative liability to equity upon the amendment of all of the Dividend Warrants.
3. To recognize the October 2014 expenses.
4. To recognize the change in the fair value of the remaining unexercised Investor Warrants from September 30, 2014 to October 31, 2014.
5. To recognize share-based payments related to shares and stock options issued for services during October 2014.