

OTCQB Certification

I, Michael D. Mulholland, Chief Financial Officer of CytoDyn 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.
- ☐ Company is reporting under the Alternative Reporting Company Disclosure Guidelines
- ☐ 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 September 30, 2017 and includes the total shares outstanding, authorized, and in the public float as of that date.

d. The company is duly organized, validly existing and in good standing under the laws of DE in which the Company is organized or does business.

e. Identify any law firm and attorney(s) that acted as the Company's primary legal counsel in preparing its most recent annual report. Include the firm and attorney(s) name if outside counsel, or name and title if internal counsel. (If no attorney assisted in putting together the disclosure, the Company must identify the person or persons who prepared the disclosure and their relationship to the company.)

Lowenstein Sandler LLP

Steven M. Skolnick

1251 Avenue of the Americas, Floor 17

New York, NY 10020

f. 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, marketing or other related services to the Company. Please include providers engaged to promote the Company or its securities.

Alliance Advisors, 200 Broadacres Drive, 3rd Floor Bloomfield, NJ 07003

Lippert/Heilshorn & Associates, Inc. 800 Third Avenue 17th Floor New York, NY 10022

Equisolve, Inc. 2455 E Sunrise Blvd #1201 Ft. Lauderdale, FL 33304

Taglich Brothers, Inc. 790 New York Avenue Suite 209 Huntington, NY 11743

BioScribe, Inc. 102 Edison Ave., Corte Madera, CA 94925

Rooney Partners 424 Madison Ave., 7th Floor New York, NY 10017

NewtworkNewsWire, LLC 1324 Lexington Ave., Suite 117 New York, NY 10128

April 17, 2017

OTC Markets

Date: October 13, 2017

Name of Certifying CEO or CFO: Michael D. Mulholland

Title: Chief Financial Officer

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