

OTCQB Certification

I, Michael D. Mulholland, [CFO] 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 July 31, 2018 and includes the total shares outstanding, authorized, and in the public float as of that date.

d. Please provide the following information as of the latest practicable date:

i. Number of Beneficial Owners holding at least 100 shares: approximately 4,000 as of July 31, 2018

("Beneficial Owner" shall mean any person who, directly or indirectly has or shares voting power of such security or investment power, which includes the power to dispose, or to direct the disposition of, such security.)

ii. Number of shares in the Public Float: 194,309,537 as of July 31, 2018

("Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding, or any Affiliates thereof, or any Immediate Family Members of officers, directors and control persons.)

e. 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.

f. 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.) Please also identify any other attorney, if different than the primary legal counsel, that assisted the company during the prior fiscal year on any matter including but not limited to, preparation of disclosure, press releases, consulting services, corporate action or merger assistance, etc.

Lowenstein Sandler LP
Steven M. Skolnick
1251 Avenue of the Americas, Floor 17
New York, NY 10020

g. 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, brand awareness, consulting, stock promotion, or any other related services to the Company.

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
BioScribe, Inc. 102 Edison Ave. Cote Madera, CA 94925
NetworkNewsWire, LLC 1324 Lexington Ave., Suite 117 New York, NY 10128
Robert Schatz 87 Greenbriar Road Paramush, NJ 07652
Michael Sheikh 1905 S. Audubon Ct. Spokane, WA 99224
Investor Awareness 3400 Dundee Road, Suite 300 Northbrook, IL 6006
Content Carnivores, LLC 222 Merchandise Mart Plaza Suite 102 Box #3861 Chicago, IL 60654

h. The following is a complete list of 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), including name, address, and number of shares owned. Options and warrants that can be converted into common shares within the next 60 days should be included in the shareholdings listed below. If any of the beneficial shareholders are corporate entities, provide the name and address of the person(s) owning or controlling such corporate entities.

Name	Address (City and State only)	Number of Shares Owned
Carl C. Dockery	Lakeland, FL	10,421,481
Michael A. Klump	Atlanta, GA	10,165,342
Jordan G. Naydenov	Camas, WA	6,225,887
Anthony D. Caracciolo	Newport, CA	5,671,348
Nader Z. Pourhassan	Lake Oswego, OR	2,708,734
Scott A. Kelly	Atlanta, GA	2,401,336
Michael D. Mulholland	Vancouver, WA	1,337,126
Gregory A. Gould	Castle Rock, CO	679,838

Date: 8/20/18

Name of Certifying CEO or CFO: Michael D. Mulholland

Title: CFO

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