

OTCQB Certification

I, James Stanker, Chief Financial Officer of Processa Pharmaceuticals, 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 November 26, 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: 198 as of 11/09/18

("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: 3,470,814 as of 11/09/18

("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 Delaware 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.

Michael Kirwan at Foley & Lardner LLP

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.

N/A

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
David Young	3912 Nelson House Road, Ellicott City, MD 21043	7,961,261 (see attachment)
James Stanker	6609 Babak Drive, Frederick, MD 21702	0
Wendy Guy	4245 Amelia Plantation Ct, Vero Beach	2,097,952 (see attachment)
Patrick Lin	45 Coachhouse Terrace, Orinda, CA 94563	2,402,657 (see attachment)
Sian Bigora	72832 Cox Neck Road, Chester, MD 21619	3,409,316 (see attachment)
Justin Yorke	1893 Rose Villa Street, Pasadena, CA 91107	2,584,739 (see attachment)
Promet Therapeutics, LLC	7380 Coca Cola Drive, #106, Hanover, MD 21076	13,842,032 (see attachment)
Young-Plaisance Revolk. Trust	7380 Coca Cola Drive, #106, Hanover, MD 21076	3,097,462 (see attachment)
CorLyst LLC	7380 Coca Cola Drive, #106, Hanover, MD 21076	2,493,403 (see attachment)
CoNCERT Pharmaceuticals, Inc.	65 Hayden Avenue, Suite 3000N, Lexington, MA 02421	2,090,301

Date: 11/26/2018

Name of Certifying CEO or CFO: James Stanker

Title: CFO

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

Attachment to the November 26, 2018 OTCQB Certification

The following table sets forth the number of shares of our common stock beneficially owned as of October 25, 2018 by each director, executive officer and beneficial owners of more than 5% of the outstanding shares of the common stock based on 38,674,265 shares of common stock issued and outstanding as of October 25, 2018.

<u>Name of Beneficial Owner</u>	<u>Shares of Common Stock Beneficially Owned</u>	<u>% of Shares of Common Stock Beneficially Owned</u>
Officers and Directors		
David Young ^{(1), (2), (9)}	7,961,262	20.59%
Sian Bigora ⁽³⁾	3,409,316	8.82%
Patrick Lin ⁽⁷⁾	2,402,657	6.21%
Wendy Guy ⁽³⁾	2,097,952	5.42%
Virgil Thompson ⁽⁸⁾	606,992	1.57%
Justin Yorke ⁽⁴⁾	2,584,739	6.68%
James Stanker	<u>0</u>	<u>0</u>
Total for all Officers and Directors	19,062,191	49.29%
5% Stockholders		
Promet Therapeutics, LLC ⁽⁵⁾	13,842,032	35.79%
Young-Plaisance Revoc. Trust ⁽²⁾	3,097,462	8.01%
CorLyst, LLC ⁽⁶⁾	2,490,924	6.44%
CoNCERT Pharmaceuticals, Inc.	2,090,301	5.40%

- (1) David Young is the beneficial owner of these shares. 2,460,982 of these shares are held through Mr. Young's equity interest in Promet and are excluded from the Promet shares reported in the table above.
- (2) The shares reported include 3,097,462 shares held by the Young-Plaisance Revoc. Trust and 2,358,765 shares held by CorLyst, LLC. Mr. Young is the Trustee of the Young-Plaisance Revoc. Trust and the Chief Executive Officer and Managing Member of CorLyst, LLC. Mr. Young disclaims beneficial ownership of a portion of CorLyst shares.
- (3) Sian Bigora and Wendy Guy are the beneficial owners of these shares through their equity interest in Promet and in CorLyst, CorLyst being an equity holder of Promet. These shares are not included in the Promet or CorLyst number of shares listed in the table above.
- (4) Justin Yorke, a member of our Board of Directors, is a manager of the San Gabriel Fund, LLC, JMW Fund, LLC and the Richland Fund, LLC and each fund owns 892,564, 1,042,528 and 638,547 shares, respectively.

- (5) The Processa shares listed on this table as owned by Promet are the Processa shares beneficially owned by Promet members other than CorLyst, LLC, David Young, Sian Bigora, Patrick Lin, Wendy Guy and Virgil Thompson.
- (6) The Processa shares listed in the table above as owned by CorLyst are the portion of Processa shares beneficially owned by CorLyst, LLC members other than the Young-Plaisance Revocable Trust, Sian Bigora and Wendy Guy.
- (7) Patrick Lin is the beneficial owner of these shares, 2,340,099 shares are held by Promet and not included in the Promet number of shares reported in the table above.
- (8) Virgil Thompson is the beneficial owner of these shares through his equity interest in Promet. These shares are held by Promet and are not included in the Promet shares reported in the table above.
- (9) Although David Young confers with all other members or parties associated with Promet, CorLyst and the Young-Plaisance Revoc Trust, David Young has voting and investment control of these entities.