OTCMarkets

OTCQB Certification

I, Michael R Guzzetta, Chief Financial Officer of Protokinetix, Incorporated ("the Company"), certify that:

1. 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"):

   [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
   [ ] Company is reporting under Regulation A (Tier 2)
   [ ] Other (describe) _____

2. 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.

3. The Company Profile displayed on www.otcmarkets.com is current and complete as of March 30, 2020 and includes the total shares outstanding, authorized, and in the public float as of that date.

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

The data in this chart is as of:		March 30, 2020
Shares Authorized	(A)	400,000,000
Total Shares Outstanding	(B)	275,400,259
Restricted Shares	(C)	104,087,883
Unrestricted Shares Held by Officers, Directors, 10% Holders & Affiliates	(D)	24,282,010
Public Float[1]: *Subtract Lines C and D from Line B*	(E)	147,030,366
% Public Float: *Line E Divided by Line B (as a %)*	(F)	53.4%
Number of Beneficial Shareholders of at least 100 shares	(G)	88

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

6. 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.

   Burns Figa&Will PC (Victoria B. Bantz, Esq.) assisted in preparing the Company's most recent annual report on Form 10K for the year ended December 31, 2019.

7. 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

[1] 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 (a "control person"), or any Affiliates thereof, or any Family Members of officers, directors and control persons. Family Member shall mean a Person's spouse, parents, children and siblings, whether by blood, marriage or adoption, or anyone residing in such Person's home.

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. Please describe the services provided by each third party provider listed below.

Blair Henderson, 6528 Wellington Place, West Vancouver, BC Canada V7W 2J1 provides public relations and consulting services to the Company

Dr.Kieth Brunt, 100 Tucker Park Rd, Saint John, NB, Canada E2L 4L5 provides public relations and consulting services to the Company

8. Convertible Debt

Use the chart and additional space below to list and describe all promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities that were issued or outstanding at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this OTCQB Certification:

Check this box if there are no outstanding promissory, convertible notes or debt arrangements:[X]

Date of Note Issuance	Outstanding Balance ($)	Principal Amount at Issuance ($)	Interest Accrued ($)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	Name of Noteholder (entities must have individual with voting / investment control disclosed).[2]	Reason for Issuance (e.g. Loan, Services, etc.)

Use the space below to provide any additional details, including footnotes to the table above:

9. Officers, Directors and Control Persons

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	City and State (and Country if outside US)	Number of Shares Owned (list common, warrants and options separately)	Percentage of Class of Shares Owned
Clarence E. Smith	St. Augustine, FL	69,985,159 shares*; 21,250,000 options; 216,666 Warrants.	30.8%

[2] International Reporting Companies may elect not to disclose the names of noteholders who are non-affiliates of the company. "Affiliate" is a Person that directly, or indirectly through one or more intermediaries, controls or is controlled by, or is under common control with, an officer, a director, or a shareholder beneficially-owning 10 percent or more of the Company's outstanding shares.

		*13,235,160 held by Mr. Smith's trust and 1,850,000 held by Mr. Smith's retirement account	
Michael R. Guzzetta	New Albany, OH	173,313 shares; 9,750,000 options	3.5%
Ed McDonough	Parkersburg, WV	5,750,000 options	2.1%
Lachlan Grant Young	West Vancouver BC Canada	11,146,850 shares; 28,750,000 options; 6,000,000 warrants	14.8%

10. Certification

Date: 3/30/2020

Name of Certifying CEO or CFO: Michael R Guzzetta

Title: Chief Financial Officer

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