

OTCQB Certification

I, Jeff Eliot Margolis, Senior Vice President, Chief Financial Officer, Treasurer and Secretary of RespireRx 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 May 13, 2019 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: 113 as of April 12, 2019

("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: 2,580,000 as of April 12, 2019

("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.

Drinker Biddle & Reath 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.

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 |
|----------------------------------------------------|---------------------------------------------------------------------------------------|---------------------------------------|
| Arnold Lippa Family Trust of 2007 | c/o RespireRx Pharmaceuticals Inc. 126 Valley Road, Suite C Glen Rock, NJ 07452 | 1,156,466 |
| Jeff E. Margolis | c/o RespireRx Pharmaceuticals Inc. 126 Valley Road, Suite C Glen Rock, NJ 07452 | 731,252 |
| James S. Manuso, PhD | 2 Fifth Avenue New York, NY 10011 | 1,199,857 |
| Robert N. Weingarten | 5439 Lockhurst Drive Woodland Hills, CA 91367 | 586,538 |
| Richard Purcell | c/o RespireRx Pharmaceuticals Inc. 126 Valley Road, Suite C Glen Rock, NJ 07452 | 263,077 |
| John Safranek MD | 3508 Poppleton Avenue Omaha, NE 68105 | 258,415 |
| Dariusz Nasiek | c/o RespireRx Pharmaceuticals Inc. 126 Valley Road, Suite C Glen Rock, NJ 07452 | 212,764 |
| Big Rock LLC | 34 Page Street San Francisco, CA 94102 | 240,000 |
| Arnold Lippa, James Sapirstein, Kathryn MacFarlane | c/o RespireRx Pharmaceuticals Inc. 126 Valley Road, Suite C Glen Rock, NJ 07452 | 16,880, 140,221, 140,221 respectively |
| | | |
| | | |
| | | |
| | | |
| | | |

Date: May 13, 2019

Name of Certifying CEO or CFO: Jeff Eliot Margolis

Title: Senior Vice President, Chief Financial Officer, Treasurer, Secretary

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