

OTCQB Certification

I, J.J. Finkelstein, President & CEO of RegeneRx Biopharmaceuticals, Inc. ("the Company"), certify that:

- 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"):

REGISTERED or REPORTING WITH THE SEC:

- ☐ Company is registered under Section 12(g) of the Exchange Act
☒ Company is reporting under Section 15(d) of the Exchange Act.
☐ Company is a bank that reports to a Bank Regulator under Section 12(i) of the Exchange Act
☐ Company is reporting under Regulation A (Tier 2)
☐ Other (describe) _____

EXEMPT FROM SEC REGISTRATION/NO SEC REPORTING OBLIGATIONS:

- ☐ Company is exempt from registration under Exchange Act Rule 12g3-2(b)
☐ Company is a bank that is non-SEC reporting but is current in its reporting to a Banking Regulator
☐ Company is reporting under the Alternative Reporting Company Disclosure Guidelines and is otherwise exempt from registration and not required to file periodic reporting

- 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.
- 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.
- The share information below is for the primary OTCQB traded security as of the latest practicable date:

US Trading Symbol		<u>RGRX</u>	<u>As of (date):</u>
Shares Authorized	(A)	<u>300,000,000</u>	<u>May 15, 2023</u>
Total Shares Outstanding	(B)	<u>143,549,735</u>	<u>May 15, 2023</u>
Number of Restricted Shares ¹	(C)	<u>0</u>	<u>May 15, 2023</u>
Unrestricted Shares Held by Officers, Directors, 10% Control Persons & Affiliates	(D)	<u>65,921,775</u>	<u>May 15, 2023</u>
Public Float: <i>Subtract Lines C and D from Line B</i>	(E)	<u>77,627,960</u>	<u>May 15, 2023</u>
% Public Float: <i>Line E Divided by Line B (as a %)</i> ²	(F)	<u>54.1%</u>	<u>May 15, 2023</u>
Number of Beneficial Shareholders of at least 100 shares ³	(G)	<u>3794</u>	<u>May 15, 2023</u>

¹ Restricted Shares means securities that are subject to resale restrictions for any reason. Your transfer agent should be able to provide the total number of restricted securities.

² Public Float means 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 "10 percent 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. OTCQB traded securities are required to have a freely traded public float of at least 10% of the shares outstanding unless an exemption applies.

³ Beneficial Shareholder means 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. OTCQB traded securities are required to have at least 50 beneficial shareholders unless an exemption applies.

5. Convertible Debt:

The following is a complete list of 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. **(If the note is no longer outstanding as of the current date, but was outstanding during the previously described timeframe, the note must still be disclosed in the table below.):**

☒ Check this box if there were no promissory notes, convertible notes, or other convertible debt arrangements issued or outstanding at any point during this time period.

Date of Note Issuance	Principal Amount at Issuance (\$)	Outstanding Balance (\$) ⁴	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	# of Potential Shares to be Issued Upon Conversion ⁵	Name of Noteholder (entities must have individual with voting / investment control disclosed). ⁶	Reason for Issuance (e.g., Loan, Services, etc.)
2/07/19	12,500		3/1/2024	0.12	0		JJ Finkelstein	Loan
5/13/19	12,500	29,986	3/1/2024	0.12	0	249,883	JJ Finkelstein	Loan
2/07/19	2,500		3/1/2024	0.12	0		Allan L Goldstein	Loan
5/13/19	2,500	5,997	3/1/2024	0.12	0	49,975	Allan L Goldstein	Loan
2/07/19	500,000		3/1/2024	0.12	0		Essetifin	Loan
5/13/19	500,000	1,199,452	3/1/2024	0.12	0	9,995,443	Essetifin	Loan
2/07/19	100,000		3/1/2024	0.12	0		Lee's Pharma	Loan
5/13/19	100,000	239,740	3/1/2024	0.12	0	1,997,833	Lee's Pharma	Loan
2/07/19	12,500		3/1/2024	0.12	0		Joseph C McNay	Loan
5/13/19	12,500	30,027	3/1/2024	0.12	0	250,225	Joseph C McNay	Loan
2/07/19	12,500		3/1/2024	0.12	0		Arthur Canario	Loan
5/13/19	12,500	29,991	3/1/2024	0.12	0	249,925	Arthur Canario	Loan
2/27/19	5,000		3/1/2024	0.12	0		Mauro Bove	Loan
5/12/19	5,000	11,997	3/1/2024	0.12	0	99,975	Mauro Bove	Loan
2/27/19	2,500		3/1/2024	0.12	0		Don Elsey	Loan

⁴ The Outstanding Balance is to include accrued interest.

⁵ The total number of shares that can be issued upon full conversion of the Outstanding Balance. The number should not factor any "blockers" or limitations on the percentage of outstanding shares that can be owned by the Noteholder at a particular time. For purposes of this calculation, please use the current market pricing (e.g. most recent closing price, bid, etc.) of the security if conversion is based on a variable market rate.

⁶ 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.

5/12/19	2,000	5,993	3/1/2024	0.12	0	49,942	Don Elsey	Loan
2/27/19	2,500		3/1/2024	0.12	0		Dane Saglio	Loan
5/12/19	2,500	5,997	3/1/2024	0.12	0	49,975	Dane Saglio	Loan
10/21/2020	400,000	449,951	10/20/2025	0.3582	0	1,253,991	Essetifin	Loan
10/21/2020	10,000	11,229	10/20/2025	0.3582	0	31,348	Mauro Bove	Loan
10/21/2020	10,000	11,229	10/20/2025	0.3582	0	31,348	JJ Finkelstein	Loan
10/21/2020	10,000	11,229	10/20/2025	0.3582	0	31,348	Dane Saglio	Loan
10/21/2020	10,000	11,229	10/20/2025	0.3582	0	31,348	Dane Saglio	Loan
10/21/2020	5,000	5,614	10/20/2025	0.3582	0	15,673	James C Duff	Loan
10/21/2020	10,000	11,229	10/20/2025	0.3582	0	31,348	Mark Nash	Loan
10/21/2020	5,000	5,614	10/20/2025	0.3582	0	15,673	Allan Goldstein	Loan
10/21/2020	15,000	16,843	10/20/2025	0.3582	0	47,021	Dave Muchnikoff	Loan
10/21/2020	25,000	28,072	10/20/2025	0.3582	0	78,370	Sam Statland	Loan

Total Outstanding Balance: 2,121,131

Total Shares: 0 14,560,664

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

6. The following is a complete list of any law firm(s) 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, identify the person(s) 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.

Avisen Legal, 901 Marquette Avenue South, AT&T Tower, Suite 1675, Minneapolis, MN, 55402
Todd Taylor, esq.

7. The following is a complete list of third-party providers, engaged by the Company, its officers, directors or controlling shareholders, 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, to provide investor relations services, public relations services, marketing, brand awareness, consulting, stock promotion, or any other related services to the Company. **Please include the following items in this list: firm name, firm address, primary contact name and description of services provided.** If none, please state "None".

N/A

8. Officers, Directors and 5% Control Persons:

The following is a complete list of Officers, Directors and 5% Control Persons (control persons are beneficial owners of five percent (5%) or more of any class of the issuer's equity securities), including name, address, and number of shares owned. Preferred shares, options, 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. If the corporate entity owning 5% or more does not have a person(s) owning or controlling it, provide a note explaining why. For nominee accounts owning 5% or more, provide the name of the 5% beneficial shareholder for this account. If there are no beneficial shareholders of 5% or more behind a nominee account, add a note confirming this.**

Name (First, Last)	Position/company affiliation (ex: CEO, 5% control person)	City and State (and Country if outside US)	Number of Shares Owned (list common, preferred, warrants and options separately)	Class of shares owned	Percentage of Class of Shares Owned (undiluted)
J.J. Finkelstein	President & CEO	Bethesda, MD	4,313,795	Common, warrants, stock options	3.0
Allan L. Goldstein	Chairman	Reedville, VA	3,462,569	Common, warrants, stock options	2.4
Joseph C. McNay	Director	Boston, MA	8,041,206	Common, warrants, stock options	5.6
L Don Elsey	Director	Lewes, DE	1,329,872	Common, warrants, stock options	0.09
Mauro Bove	Director	Rome, Italy	1,209,554	Common, warrants, stock options	0.08
Alessandro Nosedà	Director	Rome, Italy	590,000	Stock options	0.04
Essetifin, SpA	5% Control	Rome, Italy	55,271,189	Common Stock, warrants	38.5
HLB Therapeutics	5% Control	Seoul, S. Korea	19,583,333	Common stock	13.6

Use the space below to provide any additional details, including conversion terms of any class of the issuer's equity securities:

9. Certification:

Date: 5/23/2023

Name of Certifying CEO or CFO: J.J. Finkelstein

Title: President & CEO

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