

OTCQB Certification

I, Robert J. Gibson, Vice Chairman of Scopus BioPharma 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		SCPS
The Data In This Chart Is As Of		April 28, 2023
Shares Authorized	(A)	50,000,000
Total Shares Outstanding	(B)	39,784,264
Number of Restricted Shares ¹	(C)	31,480,605
Unrestricted Shares Held by Officers, Directors, 10% Control Persons & Affiliates	(D)	19,740
Public Float: <i>Subtract Lines C and D from Line B</i>	(E)	8,283,919
% Public Float: <i>Line E Divided by Line B (as a %)</i> ²	(F)	20.8%
Number of Beneficial Shareholders of at least 100 shares ³	(G)	Approximately 1,500

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. Number of beneficial Shareholders based upon registered shareholder list as of April 28, 2023 and non-objecting beneficial owner list as of March 1, 2023.

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.)

Total Outstanding
Balance:

Total Shares:

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

Not applicable.

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.

Scopus BioPharma – Robert J. Gibson (Vice Chairman) and Ira Scott Greenspan (Chairman of Executive Committee). Messrs. Gibson and Greenspan assisted in the preparation of the Company's disclosure in its most recent annual report.

Dechert LLP – David S. Rosenthal and Anna Tomczyk.

Greenberg Traurig, LLP – Mark J. Wishner.

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".

Crescendo Communications – Chrysler Building, 405 Lexington Avenue, 9th Floor, Suite 9034, New York, New York 10174 – David Waldman (President & Chief Executive Officer). Crescendo Communications provides investor relations services to the Company.

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.

Reevemark – 521 Fifth Avenue, 27th Floor, New York, New York 10175 – Nicholas Leasure (Managing Director).
Reevemark provides public relations services to the Company.

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)
Directors & Executive Officers					
Ira Scott Greenspan	Executive Committee Chairman & Director	New York, NY	1,520,424 ⁽¹⁾	Common Stock	3.8%
Joshua R. Lamstein	Chairman & Director	Armonk, NY	1,469,997 ⁽²⁾	Common Stock	3.7%
Robert J. Gibson	Vice Chairman & Director	New Canaan, CT	212,352 ⁽³⁾	Common Stock	0.5%
David A. Buckel	Director	St. Petersburg, FL	82,372 ⁽⁴⁾	Common Stock & Stock Options	0.2%
David Weild IV	Director	Nashville, TN	76,431 ⁽⁵⁾	Common Stock & Stock Options	0.2%
5% Stockholders					
Morris C. Laster	5% Stockholder	Jerusalem, Israel	6,006,000 ⁽⁶⁾	Common Stock	15.1%
Armistice Capital, LLC	5% Stockholder	New York, NY	2,100,000 ⁽⁷⁾	Additional Investment Options	5.0%

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

(1) Includes: (i) 1,350,000 shares of common stock held by HCFP/Capital Partners 18B-1 LLC ("18B-1"), of which Mr. Greenspan is a member and co-manager; (ii) 73,334 shares of common stock held by HCP/Advest LLC ("HCP/Advest"), of which Mr. Greenspan is a member and sole manager; and (iii) 14,640 shares of common stock held by certain other HCFP-related entities ("HCFP"). Accordingly, Mr. Greenspan is deemed to have shared voting and dispositive power over the shares of common stock held by 18B-1 and HCFP and sole voting and dispositive power over shares of common stock held by HCP/Advest. Mr. Greenspan disclaims beneficial ownership of the shares of common stock held by these entities, except to the extent of his proportionate pecuniary interest therein. Unless and until a final resolution of the Intervention Complaint, as defined below, the 6,000,000 shares of common stock, the ownership of which is subject to dispute, are not included in Mr. Greenspan's share ownership.

(2) Includes: (i) 1,350,000 shares of common stock held by 18B-1, of which Mr. Lamstein is a member and co-manager. Accordingly, he is deemed to have shared voting and dispositive power over the shares of common stock held by

18B-1. Mr. Lamstein disclaims beneficial ownership of the shares of common stock held by 18B-1, except to the extent of his proportionate pecuniary interest therein. Also includes an aggregate of 3,000 shares of common stock held by Mr. Lamstein's minor children. Unless and until a final resolution of the Intervention Complaint, as defined below, the 6,000,000 shares of common stock, the ownership of which is subject to dispute, are not included in Mr. Lamstein's share ownership.

- (3) Includes 210,052 shares of common stock held by Dayber Snow LLC, of which Mr. Gibson is a member and co-manager. Accordingly, he is deemed to have shared voting and dispositive power over the shares of common stock held by this entity. Mr. Gibson disclaims beneficial ownership of the shares of common stock held by this entity, except to the extent of his proportionate pecuniary interest therein. Also includes an aggregate of 2,000 shares of common stock held by Mr. Gibson's minor children. Unless and until a final resolution of the Intervention Complaint, as defined below, the 6,000,000 shares of common stock, the ownership of which is subject to dispute, are not included in Mr. Gibson's share ownership.
- (4) Includes 76,431 shares of common stock issuable pursuant to outstanding stock options to purchase our common stock, which are currently exercisable, and 5,941 shares of common stock held by BVI Venture Services LLC ("BVI"), of which Mr. Buckel is the sole owner. Accordingly, he is deemed to have sole voting and dispositive power over the shares of common stock held by BVI.
- (5) Represents 76,431 shares of common stock issuable pursuant to outstanding stock options to purchase our common stock, which are currently exercisable.
- (6) Based solely on information and claims set forth in an amended Scheduled 13D filed by Laster on May 12, 2021 ("Amended 13D"), includes: (i) 4,926,000 shares of common stock over which Dr. Laster claims sole beneficial ownership and (ii) 360,000 shares of common stock over which each of Chen Laster, Gabriella Laster and Sara Laster, or 1,080,000 shares of common stock in the aggregate, claims beneficial ownership over which Dr. Laster claims shared beneficial ownership on account of Dr. Laster, Chen Laster, Gabriella Laster and Sara Laster constituting a group. The address for Dr. Laster provided in the Amended 13D is 11 Reuven Shari St., Jerusalem, Israel. As more fully set forth below, the aggregate number of shares of common stock in this footnote includes 6,000,000 shares of common stock, the ownership of which is disputed and is subject to final resolution of the Intervention Complaint, as defined below.
- (7) Based solely on information set forth in a Schedule 13G filed by Armistice Capital, LLC ("Armistice Capital") on February 15, 2022 (the "13G"), Armistice Capital is the investment manager of Armistice Capital Master Fund Ltd. (the "Master Fund"), the direct holder of the shares of common stock, and pursuant to an Investment Management Agreement, Armistice Capital exercises voting and investment power over the securities of the company held by the Master Fund and thus may be deemed to beneficially own the securities of the company held by the Master Fund. Mr. Boyd, as the managing member of Armistice Capital, may be deemed to beneficially own the securities of the company held by the Master Fund. The Master Fund specifically disclaims beneficial ownership of the securities of the company directly held by it by virtue of its inability to vote or dispose of such securities as a result of its Investment Management Agreement with Armistice Capital. The address for Armistice Capital and Mr. Boyd is 510 Madison Avenue, 7th Floor, New York, New York 10022.

As set forth and described in the Company's Form 10-K for the fiscal year ended December 31, 2021 filed with the SEC on April 15, 2022, on December 16, 2021, HCFP/Capital Partners VIB LLC ("VIB"), an affiliate of certain of our officers and directors, filed a Motion to Intervene and attached its Complaint in Intervention (the "Intervention Complaint"), which alleges, among other things, that although Laster claims to have acquired 6,000,000 shares of our common stock in June 2017, Laster never owned or acquired those shares because he did not sign or agree to VIB's operating agreement, which is the only way he could have obtained such shares. If VIB prevails in its Intervention Complaint, then VIB would be the beneficial and record owner of all such 6,000,000 shares of our common stock.

9. Certification:

Date: May 10, 2023

Name of Certifying CEO or CFO: Robert J. Gibson

Title: Vice Chairman

Signature: /s/ Robert J. Gibson

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