

WILLOW BIOSCIENCES INC.

QUALIFICATION CERTIFICATE

- TO:** Alberta Securities Commission
British Columbia Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan, Securities Division
The Manitoba Securities Commission
Ontario Securities Commission
Financial and Consumer Services Commission (New Brunswick)
Nova Scotia Securities Commission
Prince Edward Island Securities Office
Securities Commission of Newfoundland and Labrador
- RE:** Qualification Certificate for Willow Biosciences Inc. (the "**Company**") in respect of the preliminary short form base shelf prospectus of the Company dated September 30, 2020 (the "**Preliminary Prospectus**"), filed under National Instrument 44-102 – *Shelf Distributions*

The undersigned hereby certifies for and on behalf of the Company, and not in his personal capacity, that:

1. this certificate is delivered pursuant to Section 4.1(1)(a)(ii) of National Instrument 44-101 – *Short Form Prospectus Distributions* ("**NI 44-101**");
2. the Company is relying on Section 2.2 of NI 44-101 in order to be qualified to file a prospectus in the form of a short form prospectus;
3. all of the qualification criteria set out in paragraphs (a) through (e) of Section 2.2 of NI 44-101 have been satisfied by the Company; and
4. all of the material incorporated by reference in the Preliminary Prospectus and not previously filed is being filed with the Preliminary Prospectus.

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DATED this 30th day of September, 2020.

WILLOW BIOSCIENCES INC.

Per: (Signed) "*Travis Doupe*"

Name: Travis Doupe

Title: Chief Financial Officer