

**QUALIFICATION CERTIFICATE
PURSUANT TO NATIONAL INSTRUMENT 44-101**

**To: Ontario Securities Commission, as principal regulator
Office of the Yukon Superintendent of Securities
Office of the Superintendent of Securities, Northwest Territories
Nunavut Securities Office**

**Re: Preliminary Short Form Base Shelf Prospectus and Amended and Restated
Preliminary Short Form Base Shelf Prospectus**

This certificate is delivered by Khiron Life Sciences Corp. (the “**Company**”) pursuant to National Instrument 44-101 - *Short Form Prospectus Distributions* (“**NI 44-101**”) and National Instrument 44-102 - *Shelf Distributions* in connection with the filing of a preliminary short form base shelf prospectus dated the date hereof in each of the territories of Canada and an amended and restated preliminary short form base shelf prospectus dated the date hereof amending and restating the preliminary short form base shelf prospectus dated January 18, 2021 in the provinces of Canada (together, the “**Preliminary Base Shelf Prospectus**”).

I, Joel Friedman, the Chief Financial Officer of the Company, hereby certify as an officer of and on behalf of the Company, and not in my personal capacity, as follows:

1. This certificate is being delivered pursuant to Sections 2.1 and 4.1 of NI 44-101, which sections relate to the qualification of the Company to file a prospectus in the form of a short form prospectus.
2. The Company satisfies all the following criteria set out in Section 2.2 of NI 44-101 (capitalized terms utilized hereafter have the meaning assigned thereto in NI 44-101):
 - (a) the Company is an electronic filer under NI 13-101;
 - (b) the Company is a reporting issuer in at least one jurisdiction of Canada;
 - (c) the Company has filed with the securities regulatory authority in each jurisdiction in which it is a reporting issuer all periodic and timely disclosure documents that it is required to have filed in that jurisdiction (i) under applicable securities legislation, (ii) pursuant to an order issued by the securities regulatory authority, or (iii) pursuant to an undertaking to the securities regulatory authority, as applicable;
 - (d) the Company has filed its current annual financial statements on May 1, 2020;
 - (e) the Company has filed an annual information form on July 8, 2020; and
 - (f) the Company’s equity securities are listed and posted for trading on the TSX Venture Exchange Inc., and the Company is not a Company (i) whose operations have ceased, or (ii) whose principal asset is cash, cash equivalents, or its exchange listing.
3. All of the material incorporated by reference in the Preliminary Base Shelf Prospectus has been previously filed.

[Signature page follows]

Dated this 16th day of April, 2021.

KHIRON LIFE SCIENCES CORP.

By: *“Joel Friedman”*
Joel Friedman
Chief Financial Officer