

QUALIFICATION CERTIFICATE

To: *Autorité des marchés financiers*

And to: **the securities regulatory authority in each of the other provinces of Canada**

The undersigned, Jeffrey Kadanoff, Chief Financial Officer of Knight Therapeutics Inc. (the "Issuer"), hereby certifies for and on behalf of the Issuer and not in a personal capacity, that:

1. this certificate is being delivered pursuant to Sections 2.1 and 4.1 of National Instrument 44-101 – *Short Form Prospectus Distributions* ("NI 44-101"), relating to the qualification of the Issuer to file a prospectus in the form of a short form prospectus; and
2. the Issuer satisfies all of the criteria set forth in Subsection 2.2 of NI 44-101 in order to be qualified to file a prospectus in the form of a short form prospectus in that:
 - (a) the Issuer is an electronic filer under NI 13-101;
 - (b) the Issuer is a reporting issuer in the provinces of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Québec, Nova Scotia, New Brunswick, Prince Edward Island and Newfoundland & Labrador (the "Qualifying Jurisdictions");
 - (c) the Issuer has filed with the securities regulatory authority in each of the Qualifying Jurisdictions 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;
 - (d) the Issuer has in at least one jurisdiction in which it is a reporting issuer,
 - (i) current annual financial statements, and
 - (ii) a current AIF;
 - (e) the Issuer's equity securities are listed and posted for trading on a short form eligible exchange and the Issuer is not an issuer
 - (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 short form prospectus and not previously filed is being filed with the preliminary short form prospectus.

DATED December 9, 2016.

KNIGHT THERAPEUTICS INC.

Per : (signed) Jeffrey Kadanoff
Jeffrey Kadanoff
Chief Financial Officer