

MEDEXUS PHARMACEUTICALS INC.
10 King Street East, Suite 600
Toronto, ON
M5C 1C3

November 8, 2024

VIA SEDAR+

Ontario Securities Commission, as Principal Regulator

Dear Sirs/Mesdames:

RE: Medexus Pharmaceuticals Inc.
Re: Preliminary Short Form Base Shelf Prospectus
re: Qualification Certificate

In connection with the filing of a preliminary short form base shelf prospectus of Medexus Pharmaceuticals Inc. (the “**Filer**”) dated November 8, 2024, and in accordance with clause 4.1(1)(a)(ii) of National Instrument 44-101 – *Short Form Prospectus Distributions* (“**NI 44-101**”), the Filer hereby:

- (A) advises that it is qualified to file a prospectus in the form of a short form prospectus pursuant to Section 2.2 of NI 44-101 and section 2.2(1) of National Instrument 44-102 – *Shelf Distributions*; and
- (B) certifies that:
 - (I) all of the qualification criteria in Section 2.2 of NI 44-101 have been satisfied; and
 - (II) all of the material incorporated by reference in the preliminary short form base shelf prospectus and not previously filed is being filed with the preliminary short form base shelf prospectus.

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Yours truly,

MEDEXUS PHARMACEUTICALS INC.

By: *(signed) "Ken d'Entremont"*
Name: Ken d'Entremont
Title: Chief Executive Officer