

QUALIFICATION CERTIFICATE

TO: Ontario Securities Commission (Principal Regulator)

AND TO: British Columbia Securities Commission
Alberta Securities Commission

The undersigned, being the Chief Financial Officer of Medicenna Therapeutics Corp. (the “**Issuer**”), hereby certifies on behalf of the Issuer, 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 Issuer is an issuer qualified under section 2.2 of NI 44-101 to file a prospectus in the form of a short form prospectus and is relying on that section.
3. The Issuer satisfies the criteria set forth in section 2.2 of NI 44-101 as:
 - (a) it is an electronic filer under National Instrument 13-101 – *System for Electronic Document Analysis and Retrieval (SEDAR)*;
 - (b) it is a reporting issuer under the securities legislation of each of the Provinces of British Columbia, Alberta and Ontario;
 - (c) it 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;
 - (d) it has current annual financial statements, being its audited consolidated annual financial statements for its fiscal years ended March 31, 2018 and 2017;
 - (e) it has a current annual information form for its fiscal year ended March 31, 2018 dated June 26, 2018; and
 - (f) its equity securities, being common shares, are listed and posted for trading on a short form eligible exchange and the Issuer is not an issuer whose: (i) operations have ceased; or (ii) principal asset is cash, cash equivalents, or its exchange listing.
4. 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.

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DATED as of the 8th day of November, 2018.

MEDICENNA THERAPEUTICS CORP.

“Elizabeth Williams”

Name: Elizabeth Williams

Title: Chief Financial Officer