

## OTCQB Certification

I, Robert Weinstein, Chief Financial Officer of Neurotrope, Inc. (“the Company”), certify that:

a. The Company is registered with the SEC or exempt from SEC registration as indicated below (check one):

- Company is registered under Section 12g of the Exchange Act
- Company is relying on Exchange Act Rule 12g3-2(b)
- Company is a bank that reports to a Bank Regulator under Section 12(i) of the Exchange Act
- Company is a bank that is non-SEC reporting but is current in its reporting to a Banking Regulator
- Other (describe) \_\_\_\_\_

b. The Company is current in its reporting obligations as of the most recent fiscal year end and any subsequent quarters, and such information has been posted either on the SEC’s EDGAR system or the OTC Disclosure & News Service, as applicable.

c. The Company Profile displayed on [www.otcmarkets.com](http://www.otcmarkets.com) is current and complete as of May 6, 2016 and includes the total shares outstanding, authorized, and in the public float as of that date.

d. The following is a complete list of attorney(s) and law firm(s) who advised or assisted in the preparation of the Company’s most recent annual report, including in-house counsel: (If no attorney assisted in putting together the disclosure, indicate the person or persons who prepared the disclosure and their relationship to the company.)

Mintz Levin Cohn Ferris Glovsky and Popeo PC

e. The following is a complete list of third party providers, including names and addresses, engaged by the Company, its officers, directors or controlling shareholders, during the period from the Company’s prior fiscal year end to the date of this OTCQB Certification, to provide investor relations services, public relations services, or other related services to the Company including promotion of the Company or its securities:

Little Gem Life Science Partners

f. Listed below are the names, legal addresses and % of shares owned by all Officers, Directors and Control Persons (control persons are beneficial owners of more than five percent (5%) of any class of the issuer’s equity securities). If any of the beneficial shareholders are corporate shareholders, the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders must also be included.

<b>Name</b>	<b>Address (City and State only)</b>	<b>% Shares Owned</b>
Neurosciences Research Ventures, Inc. William Singer	364 Patteson Drive, #279 Morgantown, WV 26505	21.0%
Hannah Rose Holdings, LLC Matt Rosenblum	101 Grovers Mill Road Suite #200 Lawrenceville, NJ 08648	10.1%
E. Jeffrey Peierls	73 South Holman Way Golden, CO 80401	9.9%
Iroquois Capital Management, LLC - Josh Silverman	205 East 42 <sup>nd</sup> Street New York, NY 10017	9.9%
Brio Capital Master Fund Ltd. Shaye Hirsch	100 Merrick Road Rockville Centre, NY 11570	9.7%
Dr. John H. Abeles /Northlea Partners LLLP	2365 NW 41st Street Boca Raton, Florida 33431	17.9%
Charles S. Ramat	c/o Neurotrope, Inc. 50 Park Place, Suite 1401	6.6%

	Newark, New Jersey 07102	
Hudson Capital Management, LLC - George Antonopoulos	777 Third Avenue New York, NY 10017	9.9%
Emprey Asset Management, LP Brett Director	1 Rockefeller Plaza New York, NY 10020	9.9%

Date: Revised June 7, 2016

Name of Certifying CEO or CFO: Robert Weinstein

Title: CFO

Signature: /s/Robert Weinstein  
(Digital Signatures should appear as "/s/ [OFFICER NAME]")