

OTCQB Certification

I, John Timberlake, Chief Executive Officer of Valeritas, Holdings, Inc. (“the Company”), certify that:

a. The Company is registered or required to file periodic reporting with the SEC or is exempt from SEC registration as indicated below (mark the box below that applies with an “X”):

- Company is registered under Section 12(g) 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
- Company is reporting under Section 15(d) of the Exchange Act.
- Other (describe) Voluntary Filer

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 is current and complete as of May 12, 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.)

Eilers Law Group, P.A.
 1000 Fifth Street, Suite 200 – P2
 Miami Beach, FL 33139
wreilers@eilerslawgroup.com
 786-273-9152

Please note that the above law firm is no longer associated with the Company. Since May 3, 2016, Morgan, Lewis & Bockius LLP is counsel to the Company. Please use the contact information below.

Emilio Ragosa
 Morgan, Lewis & Bockius LLP
emilio.ragosa@morganlewis.com
 502 Carnegie Center
 Princeton, NJ 08540-6241
 609-919.6633

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:

The Ruth Group, 575 Third Avenue, 26th Floor, New York, New York 10017

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.

Name	Address (City and State only)	% Shares Owned
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Capital Royalty Partners II L.P.	1000 Main St. Suite 2500 Houston, TX 77002	9.0
Capital Royalty Partners II (Cayman) L.P.	1000 Main St. Suite 2500 Houston, TX 77002	3.8
Capital Royalty Partners II Parallel Fund "A"	1000 Main St. Suite 2500 Houston, TX 77002	10.0
Capital Royalty Ptnrs II Parallel Fund "B" (Cayman) L.P.	1000 Main St. Suite 2500 Houston, TX 77002	34.4
Parallel Investment Opportunities Partners II, L.P.	1000 Main St. Suite 2500 Houston, TX 77002	17.8
Mark Tompkins	APP 1 Via Giudino 23 6900 Lugano-Paradiso Switzerland	7.8
<p>The above share percentages are on a currently outstanding basis (12,638,991 shares of common stock currently outstanding).</p> <p>* Capital Royalty Partners II, Capital Royalty Partners Cayman, Capital Royalty Partners A, Capital Royalty Partners B, and Parallel Partners are indirectly wholly-owned by Capital Royalty L.P. ("Capital Royalty"). As the sole and managing member of Capital Royalty, Charles Tate may be deemed to beneficially own such shares of common stock held by Capital Royalty Partners II, Capital Royalty Partners Cayman, Capital Royalty Partners A, Capital Royalty Partners B, and Parallel Partners.</p>		

Date: June 3, 2016

Name of Certifying CEO or CFO: John Timberlake

Title: Chief Executive Officer

Signature: 

(Digital Signatures should appear as "/s/ [OFFICER NAME]")