

## QUALIFICATION CERTIFICATE

I, Clint Sharples, Interim Chief Executive Officer of Heritage Cannabis Holdings Corp. (the “Issuer”), hereby certify that:

- (a) the Issuer is entitled to file a short form prospectus under National Instrument 44-101 (the “Instrument”) in the jurisdictions of British Columbia, Alberta, Ontario and Nova Scotia, by virtue of the Issuer satisfying the requirements of Section 2.2 of the Instrument; and
- (b) 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 7, 2018.

**HERITAGE CANNABIS HOLDINGS CORP.**

*“Clint Sharples”*  
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Clint Sharples  
Interim Chief Executive Officer