

**FORM 6**

**CERTIFICATE OF COMPLIANCE**

**TO: CANADIAN SECURITIES EXCHANGE (“CSE”)**

C21 Investments Inc. (the “Listed Issuer”) hereby certifies to CSE  
**[Name of Listed Issuer]**

that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in Policy 1).

Date: August 25, 2020

Signed: “Michael Kidd”  
(Signature)

Michael Kidd  
(Print Name)

Chief Financial Officer  
(Print Office)