

June 15, 2018

DELIVERED VIA COURIER

Canadian Securities Exchange
Attention: Listings & Regulation
220 Bay Street, 9th floor
Toronto, ON M5J 2W4

Dear Sir or Madame:

RE: C21 Investments Inc. (the “Company”) - Issuance of 3,350,000 common share purchase warrants for a term of 1 year (each a “Warrant” and collectively the “Warrants”) pursuant to a private placement dated June 15, 2018 (the “Private Placement”)

We are solicitors to the Company and in that capacity and, in accordance with Section 2.8 of Canadian Securities Exchange Policy 6, provide our opinion in connection with the Company’s above-noted Private Placement.

Pursuant to the Private Placement, the Company issued a total of 3,350,000 Warrants on June 15, 2018, each Warrant being exercisable for one common share in the capital of the Company (each, a “Warrant Share”) at a price of \$1.38 and with an expiry date of June 14, 2019.

We have reviewed resolutions of the Board of Directors of the Company and other relevant documents and we have considered such questions of law as we consider relevant or appropriate in the circumstances.

In rendering this opinion letter we have examined, among other things, a certificate dated June 15, 2018 of an officer of the Company (the “Officer’s Certificate”) with respect to certain factual matters.

We are solicitors qualified to practice law in the Province of Ontario and opinions with respect to the laws of the Provinces of British Columbia are provided by us pursuant to the National Mobility Agreement among certain members of the Federation of Law Societies of Canada, we express no opinion as to the laws of any jurisdiction, or as to any matters governed by the laws of any jurisdiction, other than the laws of the Province of Ontario and the laws of Canada applicable therein in effect on the date hereof.

Based and relying on and subject to the foregoing, it is our opinion that the Warrants have been validly issued and the Warrant Shares will, upon due exercise of the Warrants in accordance with the terms thereof, be duly issued and outstanding as fully-paid and non-assessable common shares in the capital of the Company.

This opinion is provided for the due discharge of your regulatory function and should not be relied upon by any other person without our prior written consent.

This opinion is limited to the matters stated herein, and no opinion or belief is implied or may be inferred beyond the matters expressly stated herein. This opinion is given as of the date hereof and we disclaim any obligation or undertaking to advise you of any change in law or fact affecting or bearing upon this opinion occurring after the date hereof which may come or be brought to our attention.

Please do not hesitate to contact the undersigned with any questions.

Yours very truly,

“CC Corporate Counsel Professional Corporation”
