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[www.cxxi.ca](http://www.cxxi.ca)

July 12, 2018

Canadian Securities Exchange  
100 – 535 Thurlow Street, Office 1122  
Vancouver, B.C. V6E 3L2

Dear Sirs/Mesdames:

**Re: C21 Investments Inc. (the “Company”)**  
**- Receipt of Consideration for Issuance of Consultants’ Warrants**

Pursuant to CSE Policy 6 *Distributions*, the Company confirms that it received nominal consideration totalling \$3,500 for the issuance of a total of 3,350,000 Consultant’s Warrants on June 15, 2018, being \$0.001 per Warrant issued.

**C21 INVESTMENTS INC.**

SIGNED: “*Christopher Cherry*”

Per:

Christopher Cherry  
Secretary and Chief Financial Officer