

**FORM 6**

**CERTIFICATE OF COMPLIANCE**

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

CannaRoyalty Corp. (the “Listed Issuer”) hereby certifies to CSE 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: February 8, 2017

Signed: (signed) “Marc Lustig”  
(Signature)

Marc Lustig  
(Print Name)

Chief Executive Officer  
(Print Office)