

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: January 18, 2019

Signed: “Michael Kidd”
(Signature)

Michael Kidd
(Print Name)

Chief Financial Officer
(Print Office)