

FORM 6

CERTIFICATE OF COMPLIANCE

TO: CANADIAN SECURITIES EXCHANGE (“CSE”)

Charlotte's Web Holdings, 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 28, 2018

Signed:(s) “Hess Moallem”
(Signature)

Hess Moallem
(Print Name)

Chief Executive Officer
(Print Office)