

FORM 6

CERTIFICATE OF COMPLIANCE

TO: CANADIAN SECURITIES EXCHANGE (“CSE”)

C21 Investments Inc.(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: July 12, 2018

Signed: SIGNED: “Christopher Cherry”
(Signature)

Christopher Cherry
(Print Name)

Chief Financial Officer
(Print Office)