FORM 6

**CERTIFICATE OF COMPLIANCE**

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

Heritage Cannabis Holdings 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 7, 2022

 Signed(signed) *David Schwede*

 (Signature)

 David Schwede

 (Print Name)

 Chief Executive Officer

 (Print Office)