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: October 18, 2021

 Signed: *(signed) David Schwede*

 David Schwede

 Name

 President & CEO

 Office