

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: May 6, 2019

Signed: "Clinton Sharples"
(Signature)

Clinton Sharples
(Print Name)

President and Chief Executive Officer
(Print Office)