

EXHIBIT "A"

UNITED STATES ACCREDITED INVESTOR CERTIFICATION

TO: THE CANNABIST COMPANY HOLDINGS INC.
AND TO: ODYSSEY TRUST COMPANY

Capitalized terms not specifically defined in this Certification have the meaning ascribed to them in the warrant agency agreement to which this Exercise Form is attached.

The undersigned represents, warrants and certifies as follows (one (only) of the following must be checked):

- (1) If the undersigned is an individual (that is, a natural person and not a corporation, partnership, trust or other entity), then it satisfies one or more of the categories of "accredited investor" as defined in Rule 501(a) of Regulation D under the U.S. Securities Act indicated below (if the undersigned selects either category A or B below, the undersigned **MUST** also complete Exhibit "B" and provide the applicable documentation requested therein):
- A ☐ A natural person (including an Individual Retirement Account ("IRA") owned by such person) whose individual net worth, or joint net worth with that person's spouse or spousal equivalent, at the date hereof exceeds US \$1,000,000 (Note: For purposes of calculating net worth, (i) the person's primary residence shall not be included as an asset, (ii) indebtedness that is secured by the person's primary residence, up to the estimated fair market value of the primary residence at the time of the sale of securities, shall not be included as a liability (except that if the amount of such indebtedness outstanding at the time of sale of securities exceeds the amount outstanding 60 days before such time, other than as a result of the acquisition of the primary residence, the amount of such excess shall be included as a liability), and (iii) indebtedness that is secured by the person's primary residence in excess of the estimated fair market value of the primary residence at the time of the sale of securities shall be included as a liability);
- B ☐ A natural person (including an IRA owned by such person) who had an individual income in excess of US \$200,000 in each of the two most recent years or joint income with that person's spouse or spousal equivalent in excess of US \$300,000 in each of those years and has a reasonable expectation of reaching the same income level in the current year;
- C ☐ A natural person who is a director or executive officer of the Company;
- D ☐ A natural person holding in good standing one or more professional certifications or designations or credentials from an accredited educational institution that the SEC has designated as qualifying an individual for accredited investor status. In making such a determination, the SEC will consider, among others, the following attributes: (i) the certification, designation, or credential arises out of an examination or series of examinations administered by a self-regulatory organization or other industry body or is issued by an accredited educational institution; (ii) the examination or series of

examinations is designed to reliably and validly demonstrate an individual's comprehension and sophistication in the areas of securities and investing; (iii) persons obtaining such certification, designation, or credential can reasonably be expected to have sufficient knowledge and experience in financial and business matters to evaluate the merits and risks of a prospective investment; and (iv) an indication that an individual holds the certification or designation is either made publicly available by the relevant self-regulatory organization or other industry body or is otherwise independently verifiable; or

- E ☐ A natural person who is a family client as defined in Rule 202(a)(11)(G)–1 under the Investment Advisers Act of 1940, of a family office as defined in Rule 202(a)(11)(G)–1 under the Investment Advisers Act of 1940 (i) with assets under management in excess of US 5,000,000, (ii) that is not formed for the specific purpose of acquiring the Securities and (iii) whose prospective investment in the issuer is directed by a person who has such knowledge and experience in financial and business matters that such family office is capable of evaluating the merits and risks of the prospective investment.
- (2) If the undersigned is a corporation, partnership, trust or other entity), then it satisfies one or more of the categories of “accredited investor” as defined in Rule 501(a) of Regulation D under the U.S. Securities Act indicated below:
- A ☐ An organization described in Section 501(c)(3) of the United States Internal Revenue Code, a corporation, a Massachusetts or similar business trust or partnership, not formed for the specific purpose of acquiring the Securities, with total assets in excess of US \$5,000,000;
- B ☐ A trust that (a) has total assets in excess of US \$5,000,000, (b) was not formed for the specific purpose of acquiring the Securities and (c) is directed in its purchases of securities by a person who has such knowledge and experience in financial and business matters that he/she is capable of evaluating the merits and risks of an investment in the Securities;
- C ☐ A bank as defined in Section 3(a)(2) of under the U.S. Securities Act or any savings and loan association or other institution as defined in Section 3(a)(5)(A) of that Act whether acting in its individual or fiduciary capacity.
- D ☐ A broker or dealer registered pursuant to Section 15 of the U. S. Securities Exchange Act;
- E ☐ An investment adviser registered pursuant to Section 203 of the Investment Advisers Act of 1940 or registered pursuant to the laws of a state or any investment adviser relying on the exemption from registering with the SEC under Section 203(l) or (m) of the Investment Advisers Act of 1940;
- F ☐ An insurance company as defined in Section 2(a)(13) of the U.S. Securities Act;
- G ☐ An investment company registered under the Investment Company Act of 1940 or a business development company as defined in Section 2(a)(48) of that Act;
- H ☐ A Small Business Investment Company licensed by the U.S. Small Business Administration under Section 301(c) or (d) of the Small Business Investment Act of 1958;

- I ☐ A Rural Business Investment Company as defined in section 384A of the Consolidated Farm and Rural Development Act;
- J ☐ A plan established and maintained by a state, its political subdivisions, or any agency or instrumentality of a state or its political subdivisions, for the benefit of its employees, if such plan has total assets in excess of US \$5,000,000;
- K ☐ An employee benefit plan within the meaning of the Employee Retirement Income Security Act of 1974 if the investment decision is made by a plan fiduciary, as defined in Section 3(21) of such Act, which is either a bank, savings and loan association, insurance company, or registered investment adviser, or if the employee benefit plan has total assets in excess of US \$5,000,000 or, if a self-directed plan, with investment decisions made solely by persons that are accredited investors;
- L ☐ A private business development company as defined in Section 202(a)(22) of the Investment Advisors Act of 1940;
- M ☐ An entity in which all of the equity owners are accredited investors;
- N ☐ An entity, of a type not listed in the preceding paragraphs, not formed for the specific purpose of acquiring the securities offered, owning investments in excess of US \$5,000,000;
- O ☐ A family office as defined in Rule 202(a)(11)(G)–1 under the Investment Advisors Act of 1940 (i) with assets under management in excess of US \$5,000,000, (ii) that is not formed for the specific purpose of acquiring the Securities and (iii) whose prospective investment in the issuer is directed by a person who has such knowledge and experience in financial and business matters that such family office is capable of evaluating the merits and risks of the prospective investment;
- P ☐ A revocable trust which does not satisfy the requirements of (2)B of this Certification (more than US \$5,000,000 in assets, etc.), which may be revoked or amended at any time by its settlors (grantors) and each of its settlors is an accredited investor by virtue of being a natural person whose individual net worth, or joint net worth with that person’s spouse, at the date hereof exceeds US \$1,000,000 (excluding such person’s primary residence and certain indebtedness, as more fully described in (1)A, above).

The Corporation may request documentation from the undersigned in order to confirm accredited investors status eligibility and the Corporation may reject the exercise if sufficient documentation is not provided.

The undersigned acknowledges that the foregoing representations and warranties are made by the undersigned with the intent that they be relied upon in determining the suitability of the undersigned in connection with the exercise of the Warrants and that this certificate is incorporated into and forms part of the Exercise Form and the undersigned undertakes to immediately notify the Corporation of any change in any statement or other information relating to the undersigned set forth herein which takes place prior to the exercise of the Warrants.

Dated: _____, 202____.

Print name

By:_____
Signature

Title

(please print name of individual whose
signature appears above, if different
from name of Purchaser printed above)