

EXHIBIT “B”

ACCREDITED INVESTOR VERIFICATION CERTIFICATE

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

This Certification must be completed by each “accredited investor” as defined in Rule 501(a) of Regulation D under the U.S. Securities Act that has selected boxes (1)A or (1)B of Exhibit “A,” and by any other accredited investors that the Corporation directs to complete this form. Accredited investors must check one of (1), (2) or (3) below and provide the applicable referenced documentation along with this completed and signed Certification.

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.

(1) ☐ The undersigned is an accredited investor* that has selected box (1)A of Exhibit “A”:

A the undersigned has provided one or more of the following types of documentation dated within the prior three months:

(i) With respect to assets: Bank statements, brokerage statements and other statements of securities holdings, certificates of deposit, tax assessments, and appraisal reports issued by independent third parties; and

(ii) With respect to liabilities: A consumer report from at least one of the nationwide consumer reporting agencies; and

B the undersigned represents, warrants and certifies that all liabilities necessary to make a determination of net worth have been disclosed.

(2) ☐ The undersigned is an accredited investor* that has selected box (1)B of Exhibit “A”:

A the undersigned has provided an Internal Revenue Service form that reports the undersigned’s income for the two most recent years (including, but not limited to, Form W-2, Form 1099, Schedule K-1 to Form 1065, and Form 1040); and

B the undersigned represents, warrants and certifies that he or she has a reasonable expectation of reaching the income level necessary to qualify as an accredited investor during the current year.

(3) ☐ The undersigned is an accredited investor* that has selected either box (1)A or box (1)B of Exhibit “A”:

A the undersigned has provided to the Corporation a written confirmation from one of the following persons or entities that such person or entity has taken reasonable steps to verify

that the undersigned is an accredited investor within the prior three months and has determined that such purchaser is an accredited investor:

- (i) a registered broker-dealer;
- (ii) an investment adviser registered with the SEC;
- (iii) a licensed attorney who is in good standing under the laws of the jurisdictions in which he or she is admitted to practice law; or
- (iv) a certified public accountant who is duly registered and in good standing under the laws of the place of his or her residence or principal office.

The undersigned acknowledges that the foregoing documentation and 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.

*If the undersigned qualifies as an accredited investor based on joint net worth or joint income with the undersigned's spouse, both the undersigned and the undersigned's spouse must sign this Certification and provide the applicable requested documentation.

Dated: _____, 202____.

Print name

By:_____
Signature

Title

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