

**Notice Declaring Intention  
to be Qualified under  
National Instrument 44-101  
*Short Form Prospectus Distributions*  
("NI 44-101")**

January 18, 2021

To: British Columbia Securities Commission

C21 Investments Inc. (the "**Issuer**") intends to be qualified to file a short form prospectus under NI 44-101. The Issuer acknowledges that it must satisfy all applicable qualification criteria prior to filing a preliminary short form prospectus. This notice does not evidence the Issuer's intent to file a short form prospectus, to enter into any particular financing or transaction or to become a reporting issuer in any jurisdiction. This notice will remain in effect until withdrawn by the Issuer.

**C21 INVESTMENTS INC.**

Per:

*"Michael Kidd"*

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Michael Kidd  
President and Chief Financial Officer