

UNDERTAKING

To: Ontario Securities Commission
British Columbia Securities Commission
Alberta Securities Commission
Saskatchewan Financial Services Commission Securities Division
The Manitoba Securities Commission
Nova Scotia Securities Commission
New Brunswick Securities Commission
Registrar of Securities, Prince Edward Island
Securities Commission of Newfoundland and Labrador
Yukon Registrar of Securities
Northwest Territories Registrar of Securities
Nunavut Registrar of Securities
(collectively, the “**Securities Regulatory Authorities**”)

The undersigned hereby undertakes to the Securities Regulatory Authorities that, following the closing of its qualifying acquisition and for as long as it is a reporting issuer:

- (a) in complying with its reporting issuer obligations, the undersigned will treat the businesses it acquires as of the closing of its qualifying acquisition (collectively, the “**Target Businesses**”, and each, a “**Target Business**”) as a subsidiary of the undersigned; however, if International Financial Reporting Standards, as issued by the International Accounting Standards Board (“**IFRS**”) prohibit the consolidation of the financial information of a Target Business and the undersigned, then for as long as the Target Business (including any of its significant business interests) represents a significant asset of the undersigned, the undersigned will provide securityholders on SEDAR with separate audited annual financial statements and interim financial reports, prepared in accordance with IFRS, and related management’s discussion and analysis, prepared in accordance with National Instrument 51-102 – *Continuous Disclosure Obligations* or its successor, for the Target Business (including information about any of its significant business interests); and
- (b) the undersigned will annually certify that it has complied with this undertaking (if applicable), and file the certificate on SEDAR concurrently with the filing of its annual financial statements.

Date: February 15, 2019

Cannabis Strategies Acquisition Corp.

By: (Signed) “Jonathan Sandelman”
Name: Jonathan Sandelman
Title: Chief Executive Officer,
Chairman and Corporate Secretary