# OTCQB Certification

I, Oscar Bronsther, Chief Executive Officer of MetaStat, Inc. ("the Company"), certify that:

a. The Company is registered with the SEC or exempt from SEC registration as indicated below (check one):
- ☒ Company is registered under Section 12g of the Exchange Act
- ☐ Company is relying on Exchange Act Rule 12g3-2(b)
- ☐ Company is a bank that reports to a Bank Regulator under Section 12(i) of the Exchange Act
- ☐ Company is a bank that is non-SEC reporting but is current in its reporting to a Banking Regulator
- ☐ Other (describe) _____

b. The Company is current in its reporting obligations as of the most recent fiscal year end and any subsequent quarters, and such information has been posted either on the SEC's EDGAR system or the OTC Disclosure & News Service, as applicable.

c. The Company Profile displayed on www.otcmarkets.com is current and complete as of February 28, 2015 (our fiscal year end) and includes the total shares outstanding, authorized, and in the public float as of that date.

d. The following is a complete list of attorney(s) and law firm(s) who advised or assisted in the preparation of the Company's most recent annual report, including in-house counsel: (If no attorney assisted in putting together the disclosure, indicate the person or persons who prepared the disclosure and their relationship to the company.)

Loeb & loeb LLP
Attn: David Levine
345 Park Avenue | New York, NY 10154
Phone: (212) 407-4923
Email: dlevine@loeb.com

e. The following is a complete list of third party providers, including names and addresses, engaged by the Company, its officers, directors or controlling shareholders, during the period from the Company's prior fiscal year end to the date of this OTCQB Certification, to provide investor relations services, public relations services, or other related services to the Company including promotion of the Company or its securities:

IRTH Communications, LLC [Terminated]
Attn: Robert Haag
520 Broadway, Suite 350 #111
Santa Monica, CA 90401

Netgain Financial, Inc. - [Cancelled with no services provided]
Attn: Brian Quinn
P.O. Box 651
Rancho Santa Fe, CA 92067

Dian Griesel International [Active]
Attn: Dian Griesel
P.O. Box 32
Washington Depot, CT 0694

f. Listed below are the names, legal addresses and % of shares owned by all Officers, Directors and Control Persons (control persons are beneficial owners of more than five percent (5%) of any class of the issuer's equity securities). If any of the beneficial shareholders are corporate shareholders, the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders must also be included.

| Name | Address (City and State only) | % Shares Owned |
|---|---|---|
| Oscar Bronsther | Potomac, MD | 3.0% |
| Daniel Schneiderman | Brooklyn, NY | 2.8% |
| Richard Berman | New York, NY | Less than 1% |
| H. Philip Goodeve | Tampa, FL | Less than 1% |
| Johan M. (Thijs) Spoor | Montclair, NJ | 1.5% |
| David N. Siegel | Denver, CO | 4.9% |
| David Epstein | Philadelphia, PA | 2.1% |
| MKM Opportunity Master Fund, Ltd.<br><br>MKM Capital Advisors, LLC ("MKM Capital") serves as investment manager to MKM Opportunity, and, as such, may be deemed to hold an indirect beneficial interest in the shares of Common Stock that are directly beneficially owned by MKM Opportunity. David Skriloff is the managing member of MKM Capital and the portfolio manager of MKM Opportunity, and, as such, may be deemed to hold an indirect beneficial interest in the shares of Common Stock that are directly beneficially owned by MKM Opportunity | Cayman Islands | 9.9% |
| Matthew Balk | Bridgehampton, NY | 7.1% |
| Jason Adelman | New York, NY | 5.1% |
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Date: 3/20/15

Name of Certifying CEO or CFO: Oscar Bronsther

Title: CEO

Signature: /s/ Oscar Bronsther
(Digital Signatures should appear as "/s/ [OFFICER NAME]")