

## OTCQB Certification

I, Diane Jones, CFO of General Cannabis Corp (“the Company”), certify that:

1. The Company is registered or required to file periodic reporting with the SEC or is exempt from SEC registration as indicated below (mark the box below that applies with an “X”):
  - Company is registered under Section 12(g) 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
  - Company is reporting under Section 15(d) of the Exchange Act.
  - Company is reporting under the Alternative Reporting Company Disclosure Guidelines
  - Company is reporting under Regulation A (Tier 2)
  - Other (describe) \_\_\_\_\_
2. 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.
3. The Company Profile displayed on [www.otcmarkets.com](http://www.otcmarkets.com) is current and complete as of January 11, 2021 and includes the total shares outstanding, authorized, and in the public float as of that date.
4. The share information below is for the primary OTCQB traded security as of the latest practicable date:

Trading Symbol		<u>CANN</u>
The data in this chart is as of:		<u>01/11/2021</u>
Shares Authorized	(A)	<u>200,000,000</u>
Total Shares Outstanding	(B)	<u>60,872,282</u>
Number of Restricted Shares (SEE NOTE 1 BELOW)	(C)	<u>16,472,534</u>
Unrestricted Shares Held by Officers, Directors, 10% Control Persons & Affiliates	(D)	<u>0</u>
Public Float: <i>Subtract Lines C and D from Line B</i>	(E)	<u>44,399,748</u>
% Public Float: <i>Line E Divided by Line B (as a %)</i> (SEE NOTE 2 BELOW)	(F)	<u>73%</u>
Number of Beneficial Shareholders of at least 100 shares (SEE NOTE 3 BELOW)	(G)	<u>22,046</u>

NOTE 1: Restricted Shares means securities that are subject to resale restrictions for any reason. Your transfer agent should be able to provide the total number of restricted securities.

NOTE 2: Public Float means the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a “10 percent Control Person”), or any Affiliates thereof, or any Family Members of officers, directors and control persons. Family Member shall mean a Person's spouse, parents, children and siblings, whether by blood, marriage or adoption, or anyone residing in such Person's home. OTCQB traded securities are required to have a freely traded public float of at least 10% of the shares outstanding, unless an exemption applies.

NOTE 3: Beneficial Shareholder means any person who, directly or indirectly has or shares voting power of such security or investment power, which includes the power to dispose, or to direct the disposition of, such security. OTCQB traded securities are required to have at least 50 beneficial shareholders, unless an exemption applies.

5. The company is duly organized, validly existing and in good standing under the laws of Colorado in which the Company is organized or does business.

6. The following is a complete list of any law firm(s) and attorney(s) that acted as the Company's primary legal counsel in preparing its most recent annual report. Include the firm and attorney(s) name if outside counsel, or name and title if internal counsel. (If no attorney assisted in putting together the disclosure, identify the person(s) who prepared the disclosure and their relationship to the company.) Please also identify any other attorney, if different than the primary legal counsel, that assisted the company during the prior fiscal year on any matter including but not limited to, preparation of disclosure, press releases, consulting services, corporate action or merger assistance, etc.

Morrison and Foerster LLP  
425 Market St.  
San Francisco, CA 94105  
John Rafferty Partner  
Murray Indick - Co-Chair

Fox Rothschild LLP  
200 Market Street, 20<sup>th</sup> Floor  
Philadelphia, PA 19103-3222  
Stephen Cohen - Partner  
Patrick Pazderka - Partner  
Lauren Taylor - Partner

7. The following is a complete list of third party providers, including names and addresses, engaged by the Company, its officers, directors or controlling shareholders, at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this OTCQB Certification, to provide investor relations services, public relations services, marketing, brand awareness, consulting, stock promotion, or any other related services to the Company. Please describe the services provided by each third party provider listed below.

Morrow Sodali  
470 West Ave, Suite 3000  
Stamford, CT 06902  
Shareholder meeting services

Okapi Partners  
1212 Avenue of the Americas, 24<sup>th</sup> Floor  
New York, NY 10036  
Shareholder meeting services

8. Convertible Debt

The following is a complete list of all promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities that were issued or outstanding at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this OTCQB Certification:

Check this box if there were no promissory notes, convertible notes, or other convertible debt arrangements issued or outstanding at any point during this time period.

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	Name of Noteholder (entities must have individual with voting / investment control disclosed). <sup>1</sup>	Reason for Issuance (e.g. Loan, Services, etc.)
02/18/2020	\$0	\$934,000	\$0	02/18/2021	80% multiplied by the market price with a floor of \$0.45 unless shares are issued at a price lower, then it will reset to that price.	1,674,226	SBI Investments LLC, 2014-1	Loan
12/23/2020 and 2/8/2021	4,600,000	\$4,600,000	\$5,717	12/23/2023	convert up to 50% of the outstanding unpaid principal and accrued interest of the Note into the Issuer's Common Stock at a variable price of 80% of the market price but no less than \$0.65 per share and no more than \$1.00 per share.	0	The Entrust Group, Inc., Adam Hershey, Andrew Chernaik, Christine Boyle, David Katz, Dennis Hakim, Roxann Capital Management, LLC, Kevin Kern, Harbor Gates Capital, LLC, Wayne Greenleaf, Doug Stahl, Michael Roberts, RKF GCC LC, Jeff Fishman, GLP Alternative Investments, Carl Williams, Richard Travia, Barker Dalton, Dan Doyle, Steve Gutterman, Context TCM Series Fund	Loan

<sup>1</sup> International Reporting Companies may elect not to disclose the names of noteholders who are non-affiliates of the company. "Affiliate" is a Person that directly, or indirectly through one or more intermediaries, controls or is controlled by, or is under common control with, an officer, a director, or a shareholder beneficially-owning 10 percent or more of the Company's outstanding shares.

Use the space below to provide any additional details, including footnotes to the table above:

9. Officers, Directors and 5% Control Persons

The following is a complete list of Officers, Directors and 5% Control Persons (control persons are beneficial owners five percent (5%) or more of any class of the issuer's equity securities), including name, address, and number of shares owned. Options and warrants that can be converted into common shares within the next 60 days should be included in the shareholdings listed below. **If any of the beneficial shareholders are corporate entities, provide the name and address of the person(s) owning or controlling such corporate entities.**

Name	City and State (and Country if outside US)	Number of Shares Owned (list common, warrants and options separately)	Percentage of Class of Shares Owned
Steve Gutterman	Denver, Colorado	500,000 vested options and 7,143 warrants to purchase common shares	1%
Diane Jones	Denver, Colorado	0	0%
Carl J. Williams	Miami Beach, Florida	35,715 warrants to purchase common shares	0%
Richard Travia	New Providence, New Jersey	35,715 warrants to purchase common shares	0%
John Barker Dalton	Boulder, Colorado	8,859,117 common shares and 7,143 warrants to purchase common shares	15%
Adam Hershey	Rumson, New Jersey	35,715 warrants to purchase common shares	0%
Hershey Shore Ventures III, LP (Adam Hershey Managing Member)	Rumson, New Jersey	5,021,340 common shares	8%
Hershey Shore Ventures III, LP (Adam Hershey Managing Member)	Rumson, New Jersey	4,853,338 warrants to purchase common shares	8%
Hershey Strategic Capital, LP (Adam Hershey Managing Member)	Rumson, New Jersey	2,510,670 common shares	4%
Hershey Strategic Capital, LP (Adam Hershey Managing Member)	Rumson, New Jersey	2,426,669 warrants to purchase common shares	4%

10. Certification

Date: 02/12/2021

Name of Certifying CEO or CFO: Diane Jones

Title: CFO

Signature: /s/ Diane Jones

(Digital Signatures should appear as "/s/ [OFFICER NAME]")