

## OTCQB Certification

I, Adam Hershey, Interim CEO of TREES Corporation (“the Company”), certifies that:

- 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”):

**REGISTERED or REPORTING WITH THE SEC:**

- Company is registered under Section 12(g) of the Exchange Act  
 Company is reporting under Section 15(d) of the Exchange Act.  
 Company is a bank that reports to a Bank Regulator under Section 12(i) of the Exchange Act  
 Company is reporting under Regulation A (Tier 2)  
 Other (describe) \_\_\_\_\_

**EXEMPT FROM SEC REGISTRATION/NO SEC REPORTING OBLIGATIONS:**

- Company is exempt from registration under Exchange Act Rule 12g3-2(b)  
 Company is a bank that is non-SEC reporting but is current in its reporting to a Banking Regulator  
 Company is reporting under the Alternative Reporting Company Disclosure Guidelines and is otherwise exempt from registration and not required to file periodic reporting

- 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.
- The company is duly organized, validly existing and in good standing under the laws of the State of Colorado in which the Company is organized or does business.
- The share information below is for the primary OTCQB traded security as of the latest practicable date:

US Trading Symbol		<u>CANN</u>	<u>As of (date):</u>
Shares Authorized	(A)	<u>200,000,000</u>	<u>5-15-23</u>
Total Shares Outstanding	(B)	<u>118,664,094</u>	<u>5-15-23</u>
Number of Restricted Shares <sup>1</sup>	(C)	<u>73,309,830</u>	<u>5-15-23</u>
Unrestricted Shares Held by Officers, Directors, 10% Control Persons & Affiliates	(D)	0	<u>5-15-23</u>
Public Float: <i>Subtract Lines C and D from Line B</i>	(E)	43,354,264	<u>5-15-23</u>
% Public Float: <i>Line E Divided by Line B (as a %)</i> <sup>2</sup>	(F)	38.2%	<u>5-15-23</u>
Number of Beneficial Shareholders of at least 100 shares <sup>3</sup>	(G)	<u>35,626</u>	<u>5-15-23</u>

<sup>1</sup> 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.

<sup>2</sup> 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.

<sup>3</sup> 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. 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. **(If the note is no longer outstanding as of the current date, but was outstanding during the previously described timeframe, the note must still be disclosed in the table below.):**

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	Principal Amount at Issuance (\$)	Outstanding Balance (\$) <sup>4</sup>	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	# of Potential Shares to be Issued Upon Conversion <sup>5</sup>	Name of Noteholder (entities must have individual with voting / investment control disclosed). <sup>6</sup>	Reason for Issuance (e.g., Loan, Services, etc.)
9-16-2022	\$13,500,000	\$13,500,000	9-16-2026	convert up to 50% of the outstanding unpaid principal and accrued interest of the Note into the Issuer's Common Stock at a fixed price equal to \$1.00 per share.	0	6,750,000	Horizon Trust, Inc. FBO Adam Hershey Adam Hershey Andrew Chernaik Christine Boyle David Katz Dennis Hakim Roxann Capital Management LLC (Jason Katz) Wayne Greenleaf Robert Futterman (RKFGCC LLC) Matt Gould (manager Mark Lundy) Carl J Williams Richard Travia Barker Dalton Dan Doyle  Context TCM Tactical Opportunities Series of the Context T	working capital

<sup>4</sup> The Outstanding Balance is to include accrued interest.

<sup>5</sup> The total number of shares that can be issued upon full conversion of the Outstanding Balance. The number should not factor any "blockers" or limitations on the percentage of outstanding shares that can be owned by the Noteholder at a particular time. For purposes of this calculation, please use the current market pricing (e.g. most recent closing price, bid, etc.) of the security if conversion is based on a variable market rate.

<sup>6</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.

Total Outstanding Balance: \$13,500,000

Total Shares: 0

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

N/A

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.

David R. Fishkin, General Counsel

7. The following is a complete list of third-party providers, 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 include the following items in this list: firm name, firm address, primary contact name and description of services provided.** If none, please state "None".

None

8. Officers, Directors and 5% Control Persons:

The following is a complete list of Officers, Directors and 5% Control Persons (control persons are beneficial owners of five percent (5%) or more of any class of the issuer's equity securities), including name, address, and number of shares owned. Preferred shares, options, 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. If the corporate entity owning 5% or more does not have a person(s) owning or controlling it, provide a note explaining why. For nominee accounts owning 5% or more, provide the name of the 5% beneficial shareholder for this account. If there are no beneficial shareholders of 5% or more behind a nominee account, add a note confirming this.**

Name (First, Last)	Position/company affiliation (ex: CEO, 5% control person)	City and State (and Country if outside US)	Number of Shares Owned (list common, preferred, warrants and options separately)	Class of shares owned	Percentage of Class of Shares Owned (undiluted)
Adam Hershey (1)	Interim CEO	Lakewood, CO	14,926,797	Common Stock	14%
Edward Myers	COO and Interim CFO	Lakewood, CO	--	Common Stock	--
Carl Williams (2)	Chairman of the Board	Lakewood, CO	467,540	Common Stock	*
Richard Travia (3)	Board Member	Lakewood, CO	425,683	Common Stock	*

Timothy Brown (4)	Chief Visionary Officer and Board Member	Lakewood, CO	22,380,310	Common Stock	19%
Allyson Feiler Downing	Chief Marketing Officer and Board Member	Lakewood, CO	7,111,396	Common Stock	6%
Trevor Hoffman (5)	5% holder	Lakewood, CO	11,394,229	Common Stock	10%
John Barker Dalton (6)	5% holder	Lakewood, CO	8,984,230	Common Stock	8%
Loree Schwartz	5% holder	Lakewood, CO	6,886,677	Common Stock	6%

(1) Includes 7,532,010 shares of common stock, warrants to purchase up to an aggregate of 7,315,722 shares of common stock, and the option to convert certain notes into 53,409 shares of common stock, held by Hershey Strategic Capital, LP, Shore Ventures III, LP and Horizon Trust, FBO Adam Hershey over which Mr. Hershey has sole voting and dispositive power. Notwithstanding the foregoing, the subscription agreement with Hershey Strategic Capital, LP and Shore Ventures III, LP provides that Mr. Hershey's investment shall not exceed 20% or more of the common stock (or securities convertible into or exercisable for common stock) or the voting power of the Company on a post-transaction basis.

(2) Includes options and warrants to purchase up to an aggregate of 414,287 shares of common stock. 100,000 options to purchase common stock are held by ALPHAZULU LLC, over which Mr. Williams is the 51% owner of such entity. Also includes the option to convert certain notes held by Mr. Williams into 53,253 shares of common stock.

(3) Includes options and warrants to purchase up to an aggregate of 367,130 shares of common stock. Also includes the option to convert certain notes held by Mr. Travia into 58,553 shares of common stock.

(4) Includes 22,380,310 shares of common stock held by TDM, LLC over which Mr. Brown has sole voting and dispositive power.

(5) Includes 11,394,229 shares of common stock held by Trees Portland, LLC, Trees Waterfront, LLC and Trees MLK, LLC over which Mr. Hoffman has sole voting and dispositive power.

(6) Includes 8,859,117 shares of common stock, options and warrants to purchase up to an aggregate of 113,418 shares of common stock, and the option to convert certain notes into 11,695 shares of common stock, held by Dalton Adventures, LLC over which Mr. Dalton has sole voting and dispositive power.

9. Certification:

Date: May 15, 2023

Name of Certifying CEO or CFO: Adam Hershey

Title: Interim CEO

Signature: /s/ Adam Hershey

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

*Adam Hershey*

Adam Hershey (May 15, 2023 12:32 EDT)







# OTCQBCertification - TREES Corp 2023

Final Audit Report

2023-05-15

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