

OTCQB Certification

I, Ryan Smith, Chief Financial Officer of Christina Lake Cannabis Corp. ("the Company"), certify 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 British Columbia, Canada 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>CLCFF</u>	<u>As of (date):</u> <u>June 17, 2024</u>
Shares Authorized	(A)	<u>Unlimited</u>	<u>June 17, 2024</u>
Total Shares Outstanding	(B)	<u>131,122,173</u>	<u>June 17, 2024</u>
Number of Restricted Shares ¹	(C)	<u>9,202,859</u>	<u>June 17, 2024</u>
Unrestricted Shares Held by Officers, Directors, 10% Control Persons & Affiliates	(D)	<u>15,789,692</u>	<u>June 17, 2024</u>
Public Float: <i>Subtract Lines C and D from Line B</i>	(E)	<u>106,129,622</u>	<u>June 17, 2024</u>
% Public Float: <i>Line E Divided by Line B (as a %)</i> ²	(F)	<u>80.94%</u>	<u>June 17, 2024</u>
Number of Beneficial Shareholders of at least 100 shares ³	(G)	<u>1,190</u>	<u>June 17, 2024</u>

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.

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.

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. 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 (\$) ⁴	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 ⁵	Name of Noteholder (entities must have individual with voting / investment control disclosed). ⁶	Reason for Issuance (e.g., Loan, Services, etc.)

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

See the attached schedule "A" for a full breakdown of the current convertible securities outstandings.

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.

DS Lawyers Canada LLP
333 7th Avenue SW, Calgary, Alberta, Canada T2P 2Z1

N.I. Jacobs & Associates
355 Lexington Avenue, 6th Floor, New York, NY 10017
212.233.1480 (Phone) / 646.219.3050 (Fax)

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

⁴ The Outstanding Balance is to include accrued interest.

⁵ 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.

⁶ 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.

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".

Auditors: DMCL Chartered Professional Accountants

Address: 1500-1700, 1140 West Pender Street, Vancouver, British Columbia, Canada V6E 4G1

Transfer Agent: Endeavor Trust Corporation.

Address: 702 - 777 Hornby Street, Vancouver, British Columbia, Canada V6Z 1S4

Investor Relations: LodeRock Advisors Inc. – Jennifer Smith

Address: 1 Toronto Street, Suite 202, Toronto, Ontario M5C 2V

Corporate and accounting back office support: De Novo Group – Leah Dionne

Address: 1890 – 1075 West Georgia Street, Vancouver, British Columbia, Canada V6E 3C9

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)
Mark Aiken	CEO	Hudson, Quebec, Canada	14,000 1,000,000 ⁽ⁱⁱⁱ⁾ 25,000 ⁽ⁱ⁾	Common shares Options Warrants	0.01% of common shares
Mervin Boychuk ⁽¹⁾	Director	Medicine Hat, AB, Canada	3,420,485 50,000 ⁽ⁱ⁾	Common shares Warrants	2.61% of common shares
Nicco Dehaan	Director & Chief Operating Officer	Grand Forks, BC, Canada	2,711,111	Common shares	2.07% of common shares
Joel Dumaresq ⁽²⁾	Director	West Vancouver, BC, Canada	1,946,327 500,000 ^(iv) 500,000 ^(ix)	Common shares Options Options	1.48% of common shares
James McMillan	Director & Non- Executive Chairman	Dunrobin, ON, Canada	300,000 ^(v) 200,000 ^(vi) 25,000 ⁽ⁱ⁾	Options RSUs Warrants	Nil of common shares
Salvatore Milia	Director	Vancouver, BC, Canada	532,100 300,000 ^(vii)	Common Options	0.41%

			50,000 ⁽ⁱ⁾	Warrants	of common shares
Gil Playford ⁽³⁾	Director and 5% holder	Vero Beach, Florida, USA	13,090,767 1,000,000 ^(iv) 200,000 ⁽ⁱ⁾	Common Options Warrants	9.98% of common shares
Raymund Baterina	Corporate Secretary	Victoria, BC, Canada	84 100,000 ^(viii)	Common Options	Nil of common shares
Ryan Smith	CFO	Calgary, AB, Canada	400,000 ^(viii)	Options	Nil of common shares

(1) 2,664,389 common shares and 50,000 warrants being held on an indirect basis by way of Boychuk Holdings Inc.

(2) 609,593 and 830,367 common shares being held on an indirect basis by way of Dumaresq Family Holdings Ltd. and Pashleth Investment Ltd, respectively. 500,00 options being held by way of Pashleth Investment Ltd.

(3) 3,215,464 and 9,875,303 common shares being held on an indirect basis by way of Playford Family (Canada) Limited and Playford Family LP, respectively. 200,000 warrants being held on an indirect basis by way of Playford Family (Canada) Limited Partnership.

Use the space below to provide any additional details, including conversion terms of any class of the issuer's equity securities:

(i): Each Issued Warrant will entitle the holder thereof to acquire one common share of the Corporation (each a "Warrant Share" and collectively, the "Warrant Shares") at a price of \$0.20 per Warrant Share until December 31, 2024.

(ii): Each Issued Warrant will entitle the holder thereof to acquire one common share of the Corporation (each a "Warrant Share" and collectively, the "Warrant Shares") at a price of \$0.65 per Warrant Share until December 8, 2023.

(iii) Each Issued Stock option will entitle the holder thereof to acquire one common share of the Corporation at a price of \$0.12 per Stock Option until June 20, 2027.

(iv) Each Issued Stock option will entitle the holder thereof to acquire one common share of the Corporation at a price of \$0.09 per Stock Option until August 20, 2024.

(v) Each Issued Stock option will entitle the holder thereof to acquire one common share of the Corporation at a price of \$0.20 per Stock Option until March 15, 2027.

(vi) Each Issued RSU will entitle the holder thereof to acquire one common share of the Corporation at a price of \$0.20 per RSU until March 15, 2027.

(vii) Each Issued Stock option will entitle the holder thereof to acquire one common share of the Corporation at a price of \$0.25 per Stock Option until September 8, 2024

(viii) Each Issued Stock option will entitle the holder thereof to acquire one common share of the Corporation at a price of \$0.15 per Stock Option until August 20, 2025

(ix) Each Issued Stock option will entitle the holder thereof to acquire one common share of the Corporation at a price of \$0.09 per Stock Option until June 1, 2024

9. Certification:

Date: June 17, 2024

Name of Certifying CEO or CFO: Ryan Smith

Title: Chief Financial Officer

Signature: "/s/ Ryan Smith"

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

Schedule "A"

Date of Note Issuance	Principal Amount at Issuance (\$)	Outstanding Balance (\$)⁷	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 Conversion⁸	Name of Noteholder (entities must have individual with voting / investment control disclosed).⁹	Reason for Issuance (e.g., Loan, Services, etc.)
8-Sep-22	\$100,000	\$100,000	7-Sep-25	\$0.15	Nil	666,667	Non-Affiliate	Private Placement / Additional Capital
8-Sep-22	\$400,000	\$400,000	7-Sep-25	\$0.15	Nil	2,666,667	Playford Family Canada LP Gil Playford	Private Placement / Additional Capital
8-Sep-22	\$100,000	\$100,000	8-Sep-25	\$0.15	Nil	666,667	Salvatore Milia	Private Placement / Additional Capital
8-Sep-22	\$100,000	\$100,000	8-Sep-25	\$0.15	Nil	666,667	Boychuk Holdings Inc. Mervin Boychuk	Private Placement / Additional Capital
8-Sep-22	\$50,000	\$50,000	8-Sep-25	\$0.15	Nil	333,333	Mark Aiken	Private Placement / Additional Capital
8-Sep-22	\$50,000	\$50,000	8-Sep-25	\$0.15	Nil	333,333	James McMillan	Private Placement / Additional Capital
8-Sep-22	\$5,000	\$5,000	8-Sep-25	\$0.15	Nil	33,333	Non-Affiliate	Private Placement / Additional Capital
8-Sep-22	\$5,000	\$5,000	8-Sep-25	\$0.15	Nil	33,333	Non-Affiliate	Private Placement / Additional Capital
18-Oct-22	\$150,000	\$150,000	15-Oct-25	\$0.15	Nil	1,000,000	Non-Affiliate	Private Placement / Additional Capital

⁷ The Outstanding Balance is to include accrued interest.

⁸ 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.

⁹ 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.

							Andrew Best? Not sure if converted previously	
12-Sep-23	\$600,000	\$600,000	12-Sep-26	\$0.06	Nil	10,000,000	Playford Family Canada LP Gil Playford	Private Placement / Additional Capital
12-Sep-23	\$600,000	\$600,000	12-Sep-26	\$0.06	Nil	10,000,000	Salvatore Milia	Private Placement / Additional Capital
12-Sep-23	\$600,000	\$600,000	12-Sep-26	\$0.06	Nil	10,000,000	Dirty Dirt Land Corp. Mervin Boychuk	Private Placement / Additional Capital
12-Sep-23	\$100,000	\$100,000	12-Sep-26	\$0.06	Nil	1,666,666	Non-Affiliate	Private Placement / Additional Capital
12-Sep-23	\$100,000	\$100,000	12-Sep-26	\$0.06	Nil	1,666,666	Non-Affiliate	Private Placement / Additional Capital
12-Sep-23	\$50,000	\$50,000	12-Sep-26	\$0.06	Nil	833,333	Non-Affiliate	Private Placement / Additional Capital
12-Sep-23	\$600,000	\$600,000	12-Sep-26	\$0.06	Nil	10,000,000	Non-Affiliate	Private Placement / Additional Capital
12-Sep-23	\$20,000	\$20,000	12-Sep-26	\$0.06	Nil	333,333	Non-Affiliate	Private Placement / Additional Capital
12-Sep-23	\$500,000	\$500,000	12-Sep-26	\$0.06	Nil	8,333,333	Non-Affiliate	Private Placement / Additional Capital
12-Sep-23	\$20,000	\$20,000	12-Sep-26	\$0.06	Nil	333,333	Non-Affiliate	Private Placement / Additional Capital
25-Sep-23	\$50,000	\$50,000	25-Sep-26	\$0.06	Nil	833,333	Non-Affiliate	Private Placement / Additional Capital
25-Sep-23	\$50,000	\$50,000	25-Sep-26	\$0.06	Nil	833,333	Non-Affiliate	Private Placement / Additional Capital

25-Sep-23	\$100,000	\$100,000	25-Sep-26	\$0.06	Nil	1,666,666	Playford Family Canada LP Gil Playford	Private Placement / Additional Capital
25-Sep-23	\$100,000	\$100,000	25-Sep-26	\$0.06	Nil	1,666,666	Salvatore Milia	Private Placement / Additional Capital
25-Sep-23	\$150,000	\$150,000	25-Sep-26	\$0.06	Nil	2,500,000	Non-Affiliate	Private Placement / Additional Capital
25-Sep-23	\$50,000	\$50,000	25-Sep-26	\$0.06	Nil	833,333	Non-Affiliate	Private Placement / Additional Capital
25-Sep-23	\$150,000	\$150,000	25-Sep-26	\$0.06	Nil	2,500,000	Dirty Dirt Land Corp. Mervin Boychuk	Private Placement / Additional Capital
25-Sep-23	\$50,000	\$50,000	25-Sep-26	\$0.06	Nil	833,33	Non-Affiliate	Private Placement / Additional Capital
25-Sep-23	\$50,000	\$50,000	25-Sep-26	\$0.06	Nil	833,333	Stephanie Pshyk (spouse of Mark Aiken – Officer of the Company)	Private Placement / Additional Capital
3-Nov-23	\$98,000	\$98,000	3-Nov-26	\$0.06	Nil	1,633,333	Dirty Dirt Land Corp. Mervin Boychuk	Private Placement / Additional Capital
3-Nov-23	\$98,000	\$98,000	3-Nov-26	\$0.06	Nil	1,633,333	Milia 2008 Family Trust (Salvatore Milia)	Private Placement / Additional Capital
3-Nov-23	\$98,000	\$98,000	3-Nov-26	\$0.06	Nil	1,633,333	Playford Family Canada LP Gil Playford	Private Placement / Additional Capital
12-Feb-24	\$3,000,000	\$3,000,000	12-Feb-27	\$0.05	Nil	60,000,000	Non-Affiliate	Acquisition of outdoor cultivation facility
29-Feb-24	\$100,000	\$100,000	28-Feb-27	\$0.05	Nil	2,000,000	Milia 2008 Family Trust (Salvatore Milia)	Private Placement / Additional Capital
29-Feb-24	\$1,000,000	\$1,000,000	28-Feb-27	\$0.05	Nil	20,000,000	Playford Family Canada LP Gil Playford	Private Placement / Additional Capital

29-Feb-24	\$150,000	\$150,000	28-Feb-27	\$0.05	Nil	3,000,000	Dirty Dirt Land Corp. Mervin Boychuk	Private Placement / Additional Capital
29-Feb-24	\$105,000	\$105,000	28-Feb-27	\$0.05	Nil	2,100,000	Salvatore Milia	Private Placement / Additional Capital
29-Feb-24	\$150,000	\$150,000	28-Feb-27	\$0.05	Nil	3,000,000	Non-Affiliate	Private Placement / Additional Capital
29-Feb-24	\$100,000	\$100,000	28-Feb-27	\$0.05	Nil	2,000,000	Non-Affiliate	Private Placement / Additional Capital
29-Feb-24	\$100,000	\$100,000	28-Feb-27	\$0.05	Nil	2,000,000	Non-Affiliate	Private Placement / Additional Capital
29-Feb-24	\$20,000	\$20,000	28-Feb-27	\$0.05	Nil	400,000	Non-Affiliate	Private Placement / Additional Capital
29-Feb-24	\$100,000	\$100,000	28-Feb-27	\$0.05	Nil	2,000,000	Non-Affiliate	Private Placement / Additional Capital
29-Feb-24	\$100,000	\$100,000	28-Feb-27	\$0.05	Nil	2,000,000	Non-Affiliate	Private Placement / Additional Capital
TOTAL	\$10,119,000	\$10,119,000				175,466,661		