

**WEEDMD INC.**

**QUALIFICATION CERTIFICATE**

**TO: Ontario Securities Commission**

**AND TO: British Columbia Securities Commission  
Alberta Securities Commission  
Financial and Consumer Affairs Authority of Saskatchewan  
The Manitoba Securities Commission  
Nova Scotia Securities Commission  
New Brunswick Securities Commission  
Prince Edward Island Office of the Superintendent of Securities Office  
Securities Commission of Newfoundland and Labrador**

**RE: WeedMD Inc. (the “Company”)**

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This certificate is made and delivered by the Company pursuant to paragraph 4.1(1)(a)(ii) of National Instrument 44-101 – *Short Form Prospectus Distributions* (“**NI 44-101**”) in connection with the filing of a preliminary short form prospectus for a distribution of its securities. The Company is relying on Section 2.2 of NI 44-101 to qualify to file a prospectus in the form of a short form prospectus dated the date hereof (the “**Preliminary Prospectus**”). Capitalized terms used herein and not otherwise defined have the meanings ascribed thereto in NI 44-101.

The undersigned, Keith Merker, the Chief Financial Officer of the Company, hereby certifies for and on behalf of the Company and not in his personal capacity, that:

1. the Company satisfies all of the criteria set forth in Section 2.2 of NI 44-101 in order to be qualified to file a prospectus in the form of a short form prospectus, in that:
  - (a) the Company is an electronic filer under National Instrument 13-101 – *System for Electronic Document Analysis and Retrieval (SEDAR)*;
  - (b) the Company is a reporting issuer in at least one jurisdiction of Canada;
  - (c) the Company has filed with the securities regulatory authority in each jurisdiction in which it is a reporting issuer all periodic and timely disclosure documents that it is required to have filed in that jurisdiction: (i) under applicable securities legislation; (ii) pursuant to an order issued by the securities regulatory authority; or (iii) pursuant to an undertaking to the securities regulatory authority;
  - (d) the Company has, in at least one jurisdiction in which it is a reporting issuer: (i) current annual financial statements; and (ii) a current AIF; and
  - (e) the Company’s equity securities are listed and posted for trading on a short form eligible exchange and the Company is not an issuer: (i) whose operations have ceased; or (ii) whose principal asset is cash, cash equivalents, or its exchange listing; and

2. all of the material incorporated by reference in the Preliminary Prospectus and not previously filed is being filed with the Preliminary Prospectus.

**DATED** this 20<sup>th</sup> day of December, 2017.

**WEEDMD INC.**

Per: */s/ Keith Merker*

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Keith Merker  
Chief Financial Officer