

QUALIFICATION CERTIFICATE

TO: British Columbia Securities Commission
Alberta Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan
Manitoba Securities Commission
Ontario Securities Commission (principal regulator)
Autorité des marchés financiers
Financial and Consumer Services Commission (New Brunswick)
Nova Scotia Securities Commission
Office of the Superintendent of Securities, Office of the Attorney General (Prince Edward Island)
Securities NL, Financial Services Regulation Division, Department of Government Services

RE: Emerge Commerce Ltd. (the "Company")
Preliminary short form base shelf prospectus of the Company dated January 14, 2022 (the "Preliminary Prospectus")

The undersigned, Ghassan Halazon, Chief Executive Officer of the Company, hereby certifies on behalf of the Company in connection with the filing of the Preliminary Prospectus, pursuant to Section 2.2 of National Instrument 44-102 – *Shelf Distributions* and section 4.1(1)(a) of National Instrument 44-101 – *Short Form Prospectus Distributions* ("**NI 44-101**"), 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 is it 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 is it a reporting issuer:
 - (i) current annual financial statements; and
 - (ii) a current AIF (as that term is more specifically defined under NI 44-101);
- (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 also certifies that all of the material incorporated by reference in the Preliminary Prospectus and not previously filed is being filed with the Preliminary Prospectus.

Delivery of this qualification certificate may be made by facsimile transmission and/or by email in PDF format and if so delivered shall be deemed an original document.

DATED this 14th day of January, 2022.

EMERGE COMMERCE LTD.

"Ghassan Halazon"

Name: Ghassan Halazon

Title: Chief Executive Officer