

## PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1  
 Stylesheet Version v1.2

EPAS ID: PAT7020223

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	MERGER
<b>EFFECTIVE DATE:</b>	08/31/2021

## CONVEYING PARTY DATA

Name	Execution Date
KUSH HOLDINGS INC.	08/31/2021

## RECEIVING PARTY DATA

<b>Name:</b>	GREENLANE HOLDINGS INC
<b>Street Address:</b>	1095 BROKEN SOUND PKWY
<b>Internal Address:</b>	SUITE 300
<b>City:</b>	BOCA RATON
<b>State/Country:</b>	FLORIDA
<b>Postal Code:</b>	33487

## PROPERTY NUMBERS Total: 34

Property Type	Number
Application Number:	62910964
Application Number:	62932783
Patent Number:	D915205
Patent Number:	D878913
Patent Number:	D909877
Patent Number:	D923487
Application Number:	62819169
Patent Number:	D913806
Patent Number:	D932306
Patent Number:	D899268
Application Number:	29776065
Patent Number:	10442586
PCT Number:	US2018060273
Patent Number:	10239674
PCT Number:	US2018060272
Patent Number:	9694955
Patent Number:	11046486
Application Number:	17305011

PATENT

Property Type	Number
Application Number:	17166924
Application Number:	17460033
Application Number:	16293537
Application Number:	62678142
Application Number:	62660764
Application Number:	62665997
PCT Number:	US2020016663
Application Number:	62801974
Application Number:	62776879
Application Number:	62776881
Application Number:	62863425
Application Number:	62863616
Application Number:	62863607
Application Number:	29703133
Application Number:	62889500
Application Number:	62909638

#### CORRESPONDENCE DATA

##### Fax Number:

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.*

Phone: 5612886578

Email: drichmond@greenlane.com

Correspondent Name: DEREK RICHMOND

Address Line 1: 1095 BROKEN SOUND PKWY

Address Line 2: SUITE 300

Address Line 4: BOCA RATON, FLORIDA 33487

NAME OF SUBMITTER: DEREK RICHMOND

SIGNATURE: /Derek Richmond/

DATE SIGNED: 11/11/2021

#### Total Attachments: 13

source=USPTO\_Merger\_Submission#page1.tif  
source=USPTO\_Merger\_Submission#page2.tif  
source=USPTO\_Merger\_Submission#page3.tif  
source=USPTO\_Merger\_Submission#page4.tif  
source=USPTO\_Merger\_Submission#page5.tif  
source=USPTO\_Merger\_Submission#page6.tif  
source=USPTO\_Merger\_Submission#page7.tif  
source=USPTO\_Merger\_Submission#page8.tif  
source=USPTO\_Merger\_Submission#page9.tif  
source=USPTO\_Merger\_Submission#page10.tif

source=USPTO\_Merger\_Submission#page11.tif

source=USPTO\_Merger\_Submission#page12.tif

source=USPTO\_Merger\_Submission#page13.tif

# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF  
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT  
COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"KUSHCO HOLDINGS, INC.", A NEVADA CORPORATION,  
WITH AND INTO "MERGER SUB GOTHAM 2, LLC" UNDER THE NAME OF  
"MERGER SUB GOTHAM 2, LLC", A LIMITED LIABILITY COMPANY  
ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE,  
AS RECEIVED AND FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF  
AUGUST, A.D. 2021, AT 12:06 O`CLOCK P.M.



5711102 8100M  
SR# 20213125644

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

A handwritten signature in black ink, appearing to read "JB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 204049341  
Date: 08-31-21

**PATENT**  
**REEL: 058089 FRAME: 0615**

**State of Delaware**  
**Certificate of Merger of a Foreign Corporation**  
**into a Domestic Limited Liability Company**

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act.

**First:** The name of the surviving Limited Liability Company is  
Merger Sub Gotham 2, LLC

\_\_\_\_\_ ,  
a Delaware Limited Liability Company.

**Second:** The name of the corporation being merged into this surviving Limited Liability  
Company is KushCo Holdings, Inc.

The jurisdiction in which this corporation was formed is Nevada

**Third:** The Agreement of Merger has been approved and executed by both entities.

**Fourth:** The name of the surviving Limited Liability Company is:  
Merger Sub Gotham 2, LLC

**Fifth:** The executed agreement of merger is on file at  
1095 Broken Sound Pkwy NW, Suite 200, Boca Raton, FL 33487

\_\_\_\_\_  
the principal place of business of the surviving Limited Liability Company.

**Sixth:** A copy of the agreement will be provided by the surviving Limited Liability Company  
upon request and without cost to any member of any domestic LLC or any person holding an  
interest in any other business entity which is to merge or consolidate.

**IN WITNESS WHERE OF,** said Limited Liability Company has caused this certificate to be  
signed by an authorized person, this 31st day of August, A.D., 2021.

DocuSigned by:  
By: Aaron LoCascio  
450467873796403  
Authorized Person

Name: Aaron LoCascio  
Print or Type

## **CONTRIBUTION AGREEMENT**

THIS CONTRIBUTION AGREEMENT (this "**Agreement**") is made as of August 31, 2021, by and between Greenlane Holdings, Inc., a Delaware corporation ("**Parent**"), Greenlane Holdings, LLC, a Delaware limited liability company ("**GH LLC**"), and Merger Sub Gotham 2, LLC, a Delaware limited liability company and direct wholly-owned subsidiary of Parent ("**Merger Sub 2**").

WHEREAS, Parent directly own all of the issued and outstanding membership interests of Merger Sub 2 (the "**Merger Sub Interests**"); WHEREAS, on March 31, 2021, Parent, Merger Sub 2, KushCo Holdings, Inc. ("**KushCo**"), and Merger Sub Gotham 1, LLC, entered into that certain Agreement and Plan of Merger (as amended, restated, supplemented or otherwise modified from time to time, the "**Merger Agreement**");

WHEREAS, on the date hereof, the transactions contemplated by the Merger Agreement were consummated and KushCo was merged with and into Merger Sub Gotham 1, LLC, a Delaware limited liability company and direct wholly-owned subsidiary of Parent, pursuant to which KushCo continued its existence as the surviving corporation and became a wholly owned subsidiary of Parent (the "**Merger 1**");

WHEREAS, immediately after the consummation of Merger 1, KushCo merged with and into Merger Sub 2, pursuant to which Merger Sub 2 continued its existence as the surviving limited liability company and as a wholly owned subsidiary of Parent (the "**Merger 2**" and, collectively, with Merger 1, the "**Mergers**");

WHEREAS, immediately following the consummation of Merger 2, Parent desires to contribute all of Parent's right, title and interest in and to the Merger Sub Interests to GH LLC subject to the terms and conditions set forth herein; and

WHEREAS, for U.S. federal income tax purposes, the Contribution (as defined below) is intended to qualify as an exchange described in Section 721(a) of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, in order to implement the foregoing and in consideration of the mutual representations, warranties, covenants and agreements contained herein, the parties hereto agree as follows:


1. **DEFINITIONS.** Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Merger Agreement.
2. **CONTRIBUTION.** Effective as of immediately following the Merger 2 Effective Time (but conditioned upon the consummation of the Closing), Parent hereby contributes, transfers, assigns and delivers to GH LLC, and GH LLC hereby acquires, accepts and assumes from Parent, all of the Merger Sub Interests held by Parent (the "**Contribution**"), in exchange for a number of GH LLC Common Units equal to the number of Parent Class A Common Stock issued in Merger 1, cash and other property as may be reasonably required to effect the Mergers and any other transactions contemplated in the Merger Agreement.
3. **MISCELLANEOUS**
  - 3.1 **Cooperation.** Each party hereto agrees to reasonably cooperate with the other parties hereto in taking all actions reasonably necessary to consummate the transactions contemplated by this Agreement.

- 3.2 Binding Effect. The provisions of this Agreement shall be binding upon and accrue to the benefit of the parties hereto and their respective heirs, legal representatives, successors and assigns.
- 3.3 Amendment; Waiver. This Agreement may be amended only by a written instrument signed by the parties hereto. No waiver by any party hereto of any of the provisions hereof shall be effective unless set forth in a writing executed by the party so waiving.
- 3.4 Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of Delaware without giving effect to any otherwise governing principles of conflicts of law.
- 3.5 Counterparts. This Agreement may be executed in one or more counterparts, each of which shall be deemed to be an original, but all of which shall constitute one and the same agreement. Delivery of an executed counterpart of a signature page to this Agreement by scanned pages or other means of electronic transmission shall be effective as delivery of a manually executed counterpart to this Agreement.


\* \* \* \* \*

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed as of the date first above written.


**GREENLANE HOLDINGS, INC.**

By: DocuSigned by:  
  
4E04A7B73796403...  
Name: Aaron LoCascio  
Title: President

**MERGER SUB GOTHAM 2, LLC**

By: DocuSigned by:  
  
4E04A7B73796403...  
Name: Aaron LoCascio  
Title: Chief Executive Officer

**GREENLANE HOLDINGS, LLC**

By: DocuSigned by:  
  
4E04A7B73796403...  
Name: Aaron LoCascio  
Title: Chief Executive Officer



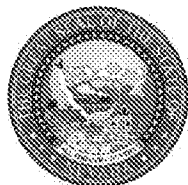
**BARBARA K. CEGAVSKE**

*Secretary of State*

**KIMBERLEY PERONDI**

*Deputy Secretary for  
Commercial Recordings*

**STATE OF NEVADA**



**OFFICE OF THE  
SECRETARY OF STATE**

*Commercial Recordings Division*

*202 N. Carson Street  
Carson City, NV 89701  
Telephone (775) 684-5708  
Fax (775) 684-7138*

*North Las Vegas City Hall  
2250 Las Vegas Blvd North, Suite 400  
North Las Vegas, NV 89030  
Telephone (702) 486-2880  
Fax (702) 486-2888*

**Business Entity - Filing Acknowledgement**

08/31/2021

**Work Order Item Number:** W2021083100684-1553841  
**Filing Number:** 20211716590  
**Filing Type:** Articles of Merger  
**Filing Date/Time:** 8/31/2021 9:10:00 AM  
**Filing Page(s):** 5

**Indexed Entity Information:**

**Entity ID:** E0103382014-8

**Entity Name:** KUSHCO HOLDINGS, INC.

**Entity Status:** Merge Dissolved

**Expiration Date:** None

Commercial Registered Agent

CORPORATION SERVICE COMPANY

112 NORTH CURRY STREET, Carson City, NV 89703, USA

The attached document(s) were filed with the Nevada Secretary of State, Commercial Recording Division. The filing date and time have been affixed to each document, indicating the date and time of filing. A filing number is also affixed and can be used to reference this document in the future.

Respectfully,

A handwritten signature in black ink that reads "Barbara K. Cegavske".

BARBARA K. CEGAVSKE  
Secretary of State



BARBARA K. CEGAVSKE  
Secretary of State  
202 North Carson Street  
Carson City, Nevada 89701-4201  
(775) 684-5708  
Website: www.nvsos.gov  
www.nvsliverflume.gov

Filed in the Office of

*Barbara K. Cegavske*

Secretary of State  
State Of Nevada

Business Number

E0103382014-8

Filing Number

20211716590

Filed On

8/31/2021 9:10:00 AM

Number of Pages

5

ABOVE SPACE IS FOR OFFICE USE ONLY

## Articles of Conversion/Exchange/Merger

NRS 92A.200 and 92A.205

This filing completes the following: ☐ Conversion ☐ Exchange ☒ Merger

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

**1. Entity Information:**  
(Constituent, Acquired  
or Merging)

Entity Name:

KushCo Holdings, Inc.

Jurisdiction:

Nevada

Entity Type\*:

Corporation

*If more than one entity being acquired or merging please attach additional page.*

**2. Entity Information:**  
(Resulting, Acquiring  
or Surviving)

Entity Name:

Merger Sub Gotham 2, LLC

Jurisdiction:

Delaware

Entity Type\*:

Limited liability company

**3. Plan of Conversion,  
Exchange or Merger:**  
(select one box)

☐ The entire plan of conversion, exchange or merger is attached to these articles.

☒ The complete executed plan of conversion is on file at the registered office or principal place of business of the resulting entity. The entire plan of exchange or merger is on file at the registered office of the acquiring corporation, limited-liability company or business trust, or at the records office address if a limited partnership, or other place of business of the acquiring entity (NRS 92A.200).

☐ The complete executed plan of conversion for the resulting domestic limited partnership is on file at the records office required by NRS 88.330. (Conversion only)

**4. Approval:**  
(If more than one entity  
being acquired or  
merging please attach  
additional approval  
page.)

**Exchange/Merger:**

Owner's approval (NRS 92A.200) (options a, b or c must be used for each entity)

☐ A. Owner's approval was not required from the:

☐ Acquired/merging

☐ Acquiring/surviving

☒ B. The plan was approved by the required consent of the owners of:

☒ Acquired/merging

☒ Acquiring/surviving

☐ C. Approval of plan of exchange/merger for Nevada non-profit corporation (NRS 92A.160):

Non-profit Corporations only: The plan of exchange/merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation.

☐

☐

KushCo Holdings, Inc.

Merger Sub Gotham 2, LLC

Name of acquiring/surviving entity

Date:

Time:

(must not be later than 90 days after the certificate is filed)

ership, limited-liability limited partnership, limited-liability company or business trust.

Page 1 of 4

PATENT

REEL: 058089 FRAME: 0621



BARBARA K. CEGAVSKE  
Secretary of State  
202 North Carson Street  
Carson City, Nevada 89701-4201  
(775) 684-5708  
Website: [www.nvsos.gov](http://www.nvsos.gov)  
[www.nvsilverflume.gov](http://www.nvsilverflume.gov)

ABOVE SPACE IS FOR OFFICE USE ONLY

## Articles of Conversion/Exchange/Merger

NRS 92A.200 and 92A.205

This filing completes the following: ☐ Conversion ☐ Exchange ☒ Merger

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

### 4. Approval

#### Continued:

(If more than one entity being acquired or merging please attach additional approval page.)

#### Exchange/Merger:

Owner's approval (NRS 92A.200) (options a, b or c must be used for each entity)

☐ A. Owner's approval was not required from the:

☐ Acquired/merging

☐ Acquiring/surviving

☐ B. The plan was approved by the required consent of the owners of:

☐ Acquired/merging

☐ Acquiring/surviving

☐ C. Approval of plan of exchange for Nevada non-profit corporation (NRS 92A.160):

Non-profit Corporations only: The plan of exchange/merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation.

☐ Acquired/merging

☐ Acquiring/surviving

Name of acquired/merging entity

Name of acquiring/surviving entity

### 4. Approval

#### Continued:

(If more than one entity being acquired or merging please attach additional approval page.)

#### Exchange/Merger:

Owner's approval (NRS 92A.200) (options a, b or c must be used for each entity)

☐ A. Owner's approval was not required from the:

☐ Acquired/merging

☐ Acquiring/surviving

☐ B. The plan was approved by the required consent of the owners of:

☐ Acquired/merging

☐ Acquiring/surviving

☐ C. Approval of plan of exchange for Nevada non-profit corporation (NRS 92A.160):

Non-profit Corporations only: The plan of exchange/merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation.

☐ Acquired/merging

☐ Acquiring/surviving

Name of acquired/merging entity

Name of acquiring/surviving entity

\* corporation, limited partnership, limited-liability limited partnership, limited-liability company or business trust.

Page 2 of 4  
Revised: 1/1/2019

PATENT  
REEL: 058089 FRAME: 0622



BARBARA K. CEGAVSKE  
Secretary of State  
202 North Carson Street  
Carson City, Nevada 89701-4201  
(775) 684-5708  
Website: [www.nvsos.gov](http://www.nvsos.gov)  
[www.nvsliverflume.gov](http://www.nvsliverflume.gov)

## Articles of Conversion/Exchange/Merger

NRS 92A.200 and 91A.205

**6. Forwarding  
Address for Service  
of Process:**

(Conversion and Mergers  
only, if resulting/surviving  
entity is foreign)

Merger Sub Gotham 2, LLC

United States

Name

Country

Care of:

Corporation Service Company

251 Little Falls Drive

Wilmington

DE

19808

Address

City

State Zip/Postal Code

**7. Amendment, if any,  
to the articles or  
certificate of the  
surviving entity. (NRS  
92A.200):**  
(Merger only) \*\*

\*\* Amended and restated articles may be attached as an exhibit or integrated into the articles of merger. Please entitle them "Restated" or "Amended and Restated," accordingly. The form to accompany restated articles prescribed by the secretary of state must accompany the amended and/or restated articles. Pursuant to NRS 92A.180 (merger of subsidiary into parent - Nevada parent owning 90% or more of subsidiary), the articles of merger may not contain amendments to the constituent documents of the surviving entity except that the name of the surviving entity may be changed.

**8. Declaration:**  
(Exchange and  
Merger only)

**Exchange:**

☐

The undersigned declares that a plan of exchange has been adopted by each constituent entity (NRS 92A.200).

**Merger: (Select one box)**

☒

The undersigned declares that a plan of merger has been adopted by each constituent entity (NRS 92A.200).

☐

The undersigned declares that a plan of merger has been adopted by the parent domestic entity (NRS 92A.180).

**9. Signature  
Statement: (Required)**

☐

**Conversion:**

A plan of conversion has been adopted by the constituent entity in compliance with the law of the jurisdiction governing the constituent entity.

Signatures - must be signed by:

1. If constituent entity is a Nevada entity: an officer of each Nevada corporation; all general partners of each Nevada limited partnership or limited-liability limited partnership; a manager of each Nevada limited-liability company with managers or one member if there are no managers; a trustee of each Nevada business trust; a managing partner of a Nevada limited-liability partnership (a.k.a. general partnership governed by NRS chapter 87).

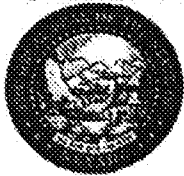
2. If constituent entity is a foreign entity: must be signed by the constituent entity in the manner provided by the law governing it.

Name of constituent entity

Form will be returned if unsigned.  
This form must be accompanied by appropriate fees.

Page 3 of 4  
Revised: 1/1/2018

**PATENT**  
**REEL: 058089 FRAME: 0623**



**BARBARA K. CEGAVSKE**  
 Secretary of State  
 202 North Carson Street  
 Carson City, Nevada 89701-4201  
 (775) 684-5708  
 Website: [www.nvsos.gov](http://www.nvsos.gov)  
[www.nvsilverflume.gov](http://www.nvsilverflume.gov)

# Articles of Conversion/Exchange/Merger

## NRS 92A.200 and 91A.205

### 9. Signature Statement Continued: (Required)

☐ **Exchange:**

Signatures - Must be signed by: An officer of each Nevada corporation; All general partners of each Nevada limited partnership; All general partners of each Nevada limited-liability limited partnership; A manager of each Nevada limited-liability company with managers or a member if there are no Managers; A trustee of each Nevada business trust (NRS 92A.230). Unless otherwise provided in the certificate of trust or governing instrument of a business trust, an exchange must be approved by all the trustees and beneficial owners of each business trust that is a constituent entity in the exchange.

The articles of exchange must be signed by each foreign constituent entity in the manner provided by the law governing it (NRS 92A.230). Additional signature blocks may be added to this page or as an attachment, as needed.

☒ **Merger:**

Signatures - Must be signed by: An officer of each Nevada corporation; All general partners of each Nevada limited partnership; All general partners of each Nevada limited-liability limited partnership; A manager of each Nevada limited-liability company with managers or one member if there are no managers; A trustee of each Nevada business trust (NRS 92A.230).

The articles of merger must be signed by each foreign constituent entity in the manner provided by the law governing it (NRS 92A.230). Additional signature blocks may be added to this page or as an attachment, as needed.

### 10. Signature(s): (Required)

KushCo Holdings, Inc.

Name of acquired/merging entity

X

*[Signature]*

Signature (Exchange/Merger)

Chief Executive Officer

Title

8/31/2021

Date

If more than one entity being acquired or merging please attach additional page of information and signatures.

Merger Sub Gotham 2, LLC

Name of acquiring/surviving entity

X

Signature (Exchange/Merger)

Title

Date

X

Signature of Constituent Entity (Conversion)

Title

Date

Please include any required or optional information in space below:  
(attach additional page(s) if necessary)



BARBARA K. CEGAVSKE  
Secretary of State  
202 North Carson Street  
Carson City, Nevada 89701-4201  
(775) 684-5708  
Website: [www.nvsos.gov](http://www.nvsos.gov)  
[www.nvsilverflume.gov](http://www.nvsilverflume.gov)

## Articles of Conversion/Exchange/Merger

NRS 92A.200 and 91A.205

**9. Signature  
Statement**  
Continued: (Required)

☐ **Exchange:**

Signatures - Must be signed by: An officer of each Nevada corporation; All general partners of each Nevada limited partnership; All general partners of each Nevada limited-liability limited partnership; A manager of each Nevada limited-liability company with managers or a member if there are no Managers; A trustee of each Nevada business trust (NRS 92A.230). Unless otherwise provided in the certificate of trust or governing instrument of a business trust, an exchange must be approved by all the trustees and beneficial owners of each business trust that is a constituent entity in the exchange.

The articles of exchange must be signed by each foreign constituent entity in the manner provided by the law governing it (NRS 92A.230). Additional signature blocks may be added to this page or as an attachment, as needed.

☒ **Merger:**

Signatures - Must be signed by: An officer of each Nevada corporation; All general partners of each Nevada limited partnership; All general partners of each Nevada limited-liability limited partnership; A manager of each Nevada limited-liability company with managers or one member if there are no managers; A trustee of each Nevada business trust (NRS 92A.230).

The articles of merger must be signed by each foreign constituent entity in the manner provided by the law governing it (NRS 92A.230). Additional signature blocks may be added to this page or as an attachment, as needed.

**10. Signature(s):  
(Required)**

KushCo Holdings, Inc.

Name of acquired/merging entity

X

Signature (Exchange/Merger)

Title

Date

If more than one entity being acquired or merging please attach additional page of information and signatures.

Merger Sub Gotham 2, LLC

Name of acquiring/surviving entity

X

Signature (Exchange/Merger)

Chief Executive Officer of Greenlane Holdings, Inc., its sole member

Title

8/31/2021

Date

X

Signature of Constituent Entity (Conversion)

Title

Date

Please include any required or optional information in space below:  
(attach additional page(s) if necessary)

**GREENLANE HOLDINGS, INC.**

**OFFICER'S CERTIFICATE**

August 31, 2021

The undersigned, as a duly elected officer of Greenlane Holdings, Inc., a Delaware corporation ("Parent"), certifies on behalf of Parent and the Merger Subs (as defined below), and not in his individual capacity, pursuant to Sections 6.3(a) and 6.3(b) of that certain Agreement and Plan of Merger, dated as of March 31, 2021 (the "Agreement"), by and among KushCo Holdings, Inc., Parent, Merger Sub Gotham 1, LLC, a Delaware limited liability company ("Merger Sub 1"), and Merger Sub Gotham 2, LLC, a Delaware limited liability company ("Merger Sub 2", and together with Merger Sub 1, the "Merger Subs"), as follows (capitalized terms used and not otherwise defined herein shall have the meanings assigned to them in the Agreement):

1. The representations and warranties of Parent and the Merger Subs set forth in the Agreement are true and correct as of the Closing Date (without giving effect to any limitations as to "materiality", "Parent Material Adverse Effect" or similar qualifiers or any provisions relating to preventing, materially delaying or materially impairing the consummation of the transactions contemplated by the Agreement) as though made on and as of the Closing Date (except to the extent that any such representation and warranty expressly speaks as of an earlier date, in which case such representation and warranty shall be true and correct as of such earlier date), except where the failure to be so true and correct, individually or in the aggregate, does not have and would not reasonably be expected to have a Parent Material Adverse Effect, except that (x) the representations and warranties in Section 4.2(b)(i) (Capital Structure) of the Agreement shall be true and correct as of the Closing Date except for any *de minimis* inaccuracies, and (y) the representations and warranties in Sections 4.2(a) (Organization, Good Standing and Qualification), 4.2(c) (Corporate Authority; Approval), 4.2(f)(i) (No Parent Material Adverse Effect), 4.2(j) (Takeover Statutes), 4.2(l)(xv) (Taxes), and 4.2(q) (Brokers and Finders) of the Agreement are true and correct as of the Closing Date in all respects.

2. Each of Parent and the Merger Subs has performed in all material respects all obligations required to be performed by it under the Agreement at or prior to the Closing Date.

*[Signature page follows]*

IN WITNESS WHEREOF, the undersigned has executed this Officer's Certificate as of the date first written above.

GREENLANE HOLDINGS, INC.

DocuSigned by:  
By: Aaron LoCascio  
4504A7B73708403...  
Name: Aaron LoCascio  
Title: Chief Executive Officer

*[Signature Page to Officer's Certificate]*