

EXHIBIT 5

Certificate of Licensure

New York State Adult-Use Cannabis Program

**Office of Cannabis Management**Business or Legal Entity Name: QUBE USA LLC dba QUBEContact: George VlamisAddress: 1412 BroadwayNew YorkCITYNYSTATE10018ZIPLicense Type: Adult-Use Conditional Retail Dispensary LicenseDate of Issuance: 12-Apr-2024Date of Expiration: 12-Apr-2026

The Adult-Use Cannabis Licensee must comply with all applicable state and local laws and regulations. This includes but is not limited to the Cannabis Law and its implementing regulations. An Adult-Use Cannabis Licensee's failure to comply with these laws and regulations may result in revocation of the license or permit, and the imposition of civil penalties, or any other enforcement action, as provided for in state and local laws and regulations, including but not limited to, the Cannabis Law and its implementing regulations. This license or permit is not a property or vested right.

License or Permit Number: OCM-CAURD-24-000127