

**Eun Ah Choi**  
Senior Vice President  
Global Head of Regulatory Operations

July 1, 2024

Division of Corporation Finance  
U.S. Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549

Division of Corporation Finance:

This is to certify that on June 28, 2024, The Nasdaq Stock Market LLC (the "Exchange") received from Above Food Ingredients Inc. (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following securities:

Common Shares, no nominal or par value per share

Warrants, each whole warrant exercisable for one Common Share at an exercise price of \$11.50 per share

We further certify that the security described above has been approved by the Exchange for listing and registration upon official notice of issuance.

We understand that the Registrant is seeking effectiveness of the Form 8-A 12(b) concurrently with effectiveness of its 1933 Act Registration Statement, and we hereby join in such request.

Sincerely,

