

**Eun Ah Choi**  
**Senior Vice President**  
**U.S. Listing Qualifications & Market Surveillance**

*By Electronic Mail*

February 23, 2023

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 February 23, 2023 The Nasdaq Stock Market LLC (the "Exchange") received from Hammerhead Energy Inc. (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following securities:

**Class A Common Shares, without par value**  
**Warrants, each whole warrant exercisable for one Class A**  
**Common Share at an exercise price of \$11.50 per share**

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

We understand that the Registrant is seeking immediate acceleration of the effective date of registration, and we hereby join in such request.

Sincerely,

