

CERTIFICATE
(Section 2.20 of National Instrument 54-101)

To: British Columbia Securities Commission
Alberta Securities Commission
Manitoba Securities Commission
Ontario Securities Commission
TSX Venture Exchange

I, Ranbir Sall, Chief Financial Officer and Corporate Secretary of Ranchero Gold Corp. (the “**Company**”), hereby certify that the Company is relying on section 2.20 of NI 54-101 to abridge the time prescribed in subsections 2.2(1) and 2.5(1) of NI 54-101 and that the Company has:

- (a) arranged to have proxy-related materials for the Company’s annual and special meeting of shareholders to be held on Thursday, December 2, 2021 (the “**Meeting**”) to be sent in compliance with National Instrument 54-101 (“NI 54-101”) to all beneficial owners at least 21 days before the date fixed for the Meeting; and
- (b) arranged to have carried out all of the requirements of NI 54-101 in addition to those described in subparagraph (a).

DATED as of the 30th day of October, 2021.

RANCHERO GOLD CORP.

“Ranbir Sall”

Per: _____
Ranbir Sall
Chief Financial Officer and Corporate Secretary