

**SHERPA II HOLDINGS CORP.**

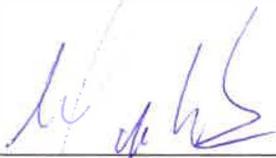
918 – 1030 West Georgia Street, Vancouver, BC, V6E 2Y3

Date: November 19, 2019

**RE: Meeting of the shareholders of Sherpa II Holdings Corp. to be held on December 19, 2019 (the “Meeting”)**

I Maria Wells the Corporate Secretary of Sherpa II Holdings Corp. hereby certify that:

- (a) arrangements have been made to have proxy related materials for the Meeting sent in compliance with National Instrument 54-101 (the “Instrument”), to all beneficial owners at least 21 days before the date fixed for the Meeting;
- (b) arrangements have been made to carry out all of the requirements of the Instrument in addition to those described in subparagraph (a) and
- (c) Sherpa II Holdings Corp. is relying on section 2.20 of the Instrument to abridge the time prescribed in subsection 2.5(1) of the Instrument.



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Maria Wells  
Corporate Secretary  
Sherpa II Holdings Corp.