

**Gotham Resource Corp.
(the “Company”)**

OFFICER’S CERTIFICATE

To: British Columbia Securities Commission
Alberta Securities Commission
Ontario Securities Commission

Re: Annual General of Shareholders of the Company to be held on December 29, 2023 (**the “Meeting”**)

I, Chase Taylor-Robins, CEO of the Company, report and certify for and on behalf of the Company as an officer of the Company and not in my personal capacity that as of the date of this Certificate:

- (a) the Company has arranged to have proxy-related materials for the Meeting sent in compliance with National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”) to beneficial owners of the Company;
- (b) the Company has arranged to have carried out in connection with the Meeting all of the requirements of NI 54-101 in addition to those described in paragraph (a) above; and
- (c) the Company is relying upon section 2.20 of NI 54-101 relating to the abridgement of time prescribed by subsections 2.2(1) and 2.5(1) of NI 54-101.

The terms “beneficial owner” and “proxy-related materials” as used in this Certificate shall have the meaning ascribed thereto in NI 54-101.

Dated effective as of December 8, 2023.

GOTHAM RESOURCE CORP.

/s/ Chase Taylor-Robins

Chase Taylor-Robins
CEO