

**FOUNTAIN ASSET CORP.**  
25 Adelaide Street East  
Suite 1300  
Toronto, Ontario M5C 3A1  
Tel: (647) 344-4429  
website: www.fountainassetcorp.com

June 12, 2018

**Re: Annual General and Special Meeting of Shareholders of Fountain Asset Corp. to be held on July 10, 2018 (the “Meeting”)**

I, Andrew Parks, Chief Executive Officer of **Fountain Asset Corp.** (the “**Company**”), hereby certify that:

- (a) arrangements have been made 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* (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) the Company is relying on section 2.20 of the Instrument to abridge the time prescribed in subsections 2.1(b), 2.2(1) and 2.5(1) of the Instrument.

**FOUNTAIN ASSET CORP.**

“*Andrew Parks*”

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Andrew Parks  
Chief Executive Officer