

**OFFICER'S CERTIFICATE
UNDER SECTION 2.20 OF NATIONAL INSTRUMENT 54-101
OF
QC COPPER AND GOLD INC.
(the "Corporation")**

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

Re: Special meeting of the shareholders of the Corporation to be held on December 4, 2024 (the "**Meeting**") - Abridged Times set forth in Sections 2.1(b), 2.2(1) or 2.5(1) of National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer ("NI 54-101")*

I, Joel Friedman, Chief Financial Officer of the Corporation, hereby certify for and on behalf of the Corporation, and not in my personal capacity and without personal liability, that, as of the date of this Certificate:

- (a) arrangements have been made to have the "proxy-related materials" (as such term is defined in NI 54-101) for the Meeting sent in compliance with the applicable timing requirements in Sections 2.9 and 2.12 of NI 54-101;
- (b) the Corporation has elected to use the notice-and-access provisions under NI 54-101 in connection with the Meeting and has fixed the record date for notice to be at least 40 days before the date of the Meeting and has sent the notification of meeting and record dates under Section 2.2 of NI 54-101 at least 3 business days before the record date for notice;
- (b) arrangements have been made to carry out all of the requirements of NI 54-101 in addition to those described in paragraph (a) above; and
- (c) the Corporation is relying upon Section 2.20 of NI 54-101 in connection with the abridgement of the time periods specified in Subsections 2.2(1) and 2.5(1) of NI 54-101.

This Certificate is issued by the Corporation pursuant to Section 2.20 of NI 54-101 on October 30, 2024.

QC COPPER AND GOLD INC.

Per: (signed) "Joel Friedman"
Joel Friedman
Chief Financial Officer