

CERTIFICATE

Section 2.20(c) of National Instrument 54-101

TO: Autorité des marchés financiers (Principal regulator)
British Columbia Securities Commission
Saskatchewan Financial Services Commission, Securities Division
Alberta Securities Commission
Manitoba Securities Commission
Ontario Securities Commission
New Brunswick Securities Commission
Nova Scotia Securities Commission
Prince Edward Island Securities Office, Office of the Attorney General
Securities Commission of Newfoundland and Labrador

RE: Annual and Special Meeting of Shareholders of Falco Resources Ltd. (“**Falco**”) to be held on November 13, 2019 (the “**Falco Meeting**”)

In connection with the Falco Meeting, the undersigned, being an officer of Falco, hereby certifies for and on behalf of Falco, and not in his personal capacity, that:

- (a) arrangements have been made to have the proxy-related materials for the Falco Meeting delivered in compliance with the applicable timing requirements in Sections 2.9 and 2.12 of *National Instrument 54-101 Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”);
- (b) Falco has arranged to have carried out all of the requirements of NI 54-101 in addition to those described in paragraph (a) above; and
- (c) Falco is relying upon Section 2.20(c) of NI 54-101 to abridge the time periods prescribed by sections 2.2(1) and 2.5(1) of NI 54-101 applicable to the Falco Meeting.

Dated this 18th day of October 2019.

FALCO RESOURCES LTD.

(s) André Le Bel

André Le Bel
Vice President, Legal Affairs and Corporate Secretary