

PENDER GROWTH FUND INC.

CERTIFICATE OF ABRIDGMENT

Reference is made to the annual general meeting of shareholders of Pender Growth Fund Inc. (the "**Corporation**") scheduled to be held on June 30, 2021 (the "**Meeting**").

I, Tony Rautava, corporate secretary of the Corporation, hereby certify in my capacity as an officer of the Corporation, for and on behalf of the Corporation, and not in my personal capacity, that:

1. all proxy-related materials in connection with the Meeting are being sent 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**");
2. the Corporation has arranged to carry out, or has carried out, in connection with the Meeting all of the requirements of NI 54-101 in addition to those described in item 1 above; and
3. the Corporation is relying upon Section 2.20 of NI 54-101 in connection with the abridgment of the time periods prescribed by Subsections 2.2(1)(b) and 2.5(1) of NI 54-101 in respect of the Meeting.

The terms "beneficial owner" and "proxy-related materials" as used in this Certificate shall have the respective meanings ascribed thereto in NI 54-101.

DATED this 17th day of June, 2021.

PENDER GROWTH FUND INC.

By: "Tony Rautava"

Name: Tony Rautava

Title: Corporate Secretary