

BAROYECA GOLD & SILVER INC.
Extraordinary General Meeting

OFFICER'S CERTIFICATE
Pursuant to NI 54-101
Section 2.20

Abridging Time

I, **Douglas Eacrett**, Chief Financial Officer for **Baroyeca Gold & Silver Inc.**, certify the following:

1. Baroyeca Gold & Silver Inc. (the "**Issuer**") has announced, and is holding, an Extraordinary General Meeting on March 8, 2018 (the "**Meeting**");
2. In connection with the Meeting, the Issuer has:
 - (a) arranged to have the proxy-related materials for the Meeting sent in compliance with the applicable timing requirements in sections 2.9 and 2.12 of National Instrument 54-101 (the "**Instrument**"); and
 - (b) arranged to have all of the requirements of the Instrument, in addition to those describe in subparagraph (a), carried out; and
3. The Issuer is relying on the provisions for abridging time set out section 2.20 of the Instrument for purposes of the Meeting.

Date: February 8, 2018

"Douglas Eacrett"

Douglas Eacrett
Chief Financial Officer