

**QUALIFICATION CERTIFICATE  
PURSUANT TO NATIONAL INSTRUMENT 44-101**

**TO:** British Columbia Securities Commission (as Principal Regulator)

**AND TO:** Alberta Securities Commission  
Financial and Consumer Affairs Authority of Saskatchewan  
The Manitoba Securities Commission  
Ontario Securities Commission  
Autorité des marchés financiers (Quebec)  
Financial and Consumer Services Commission (New Brunswick)  
Nova Scotia Securities Commission  
Office of the Superintendent of Securities (Prince Edward Island)  
Office of the Superintendent of Securities (Newfoundland and Labrador)  
Office of the Superintendent of Securities (Yukon)

**RE: Whitehorse Gold Corp. - Offering under Preliminary Short Form Base Shelf Prospectus dated October 27, 2021**

The undersigned, being one of the executive officers of Whitehorse Gold Corp. (the "**Company**"), hereby certifies on behalf of the Company, pursuant to section 4.1(1)(a)(ii) of National Instrument 44-101 - *Short Form Prospectus Distributions* ("**NI 44-101**") and section 2.2 of National Instrument 44-102 - *Shelf Distributions* ("**NI 44-102**"), that as at the date of this certificate:

- (i) the Company is relying on section 2.2 of NI 44-101 and section 2.2 of NI 44-102 in order to be qualified to file a prospectus in the form of a short form base shelf prospectus;
- (ii) all of the qualification criteria set forth in section 2.2 of NI 44-101 have been satisfied; and
- (iii) all of the materials incorporated by reference in the preliminary short form base shelf prospectus and not previously filed are being filed with the preliminary short form base shelf prospectus.

[Signature Page Follows]

DATED this 27<sup>th</sup> day of October, 2021.

**WHITEHORSE GOLD CORP.**

*(signed) "Nikki Graham"* \_\_\_\_\_

Name: Nikki Graham

## NATIONAL INSTRUMENT 44-101

### *Short Form Prospectus Distributions*

2.2 Basic Qualification Criteria - An issuer is qualified to file a prospectus in the form of a short form prospectus for a distribution of any of its securities in the local jurisdiction, if the following criteria are satisfied:

- (a) the issuer is an electronic filer under NI 13-101;
- (b) the issuer is a reporting issuer in at least one jurisdiction of Canada;
- (c) the issuer has filed with the securities regulatory authority in each jurisdiction in which it is a reporting issuer all periodic and timely disclosure documents that it is required to have filed in that jurisdiction,
  - (i) under applicable securities legislation,
  - (ii) pursuant to an order issued by the securities regulatory authority, or
  - (iii) pursuant to an undertaking to the securities regulatory authority;
- (d) the issuer has, in at least one jurisdiction in which it is a reporting issuer,
  - (i) current annual financial statements, and
  - (ii) a current AIF;
- (e) the issuer's equity securities are listed and posted for trading on a short form eligible exchange and the issuer is not an issuer,
  - (i) whose operations have ceased, or
  - (ii) whose principal asset is cash, cash equivalents, or its exchange listing.