

**OFFICER'S CERTIFICATE**

TO: British Columbia Securities Commission  
Alberta Securities Commission

RE: **Annual General Meeting of the Shareholders of Carlin Gold Corporation (the "Company") to be held on February 25, 2020 (the "Meeting")**

With reference to National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("**NI 54-101**"), the undersigned, Aris Morfopoulos, Chief Financial Officer and Corporate Secretary of the Company, in such capacity and not in his personal capacity, without any personal liability whatsoever, certifies for and on behalf of the Company, after making due inquiry, that:

1. in accordance with the requirements set out in section 2.20(a) of NI 54-101, arrangements have been made to have the proxy-related materials for the Meeting sent in compliance with NI 54-101 to all beneficial owners at least 21 days before the date fixed for the Meeting;
2. in accordance with the requirements set out in section 2.20(b) of NI 54-101, arrangements have been made to carry out all of the requirements of NI 54-101 in addition to those described in paragraph 1 above; and
3. the Company is relying upon section 2.20 of NI 54-101 to abridge the time prescribed in section 2.2(1) and section 2.5(1) of NI 54-101 in connection with the Meeting.

**DATED** as of the 23<sup>rd</sup> day of January, 2020.

"Aris Morfopoulos"  
Aris Morfopoulos  
Chief Financial Officer  
and Corporate Secretary