

## OFFICER'S CERTIFICATE

**TO:           British Columbia Securities Commission  
              Alberta Securities Commission**

**RE:           Annual and Special Meeting of the Shareholders of Departure Bay Capital Corp.  
              (the "Corporation") to be held on December 9, 2024 (the "Meeting")**

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With reference to National Instrument 54-101 — *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("NI 54-101"), the undersigned, Trevor Treweeke, CEO, Corporate Secretary and Director of the Corporation, in such capacity and not in his personal capacity, certifies for and on behalf of the Corporation, 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 the applicable timing requirements in sections 2.9 and 2.12 of NI 54-101;
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 Corporation is relying upon section 2.20 of NI 54-101 in connection with the Meeting.

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**DATED** as of the 14<sup>th</sup> day of November, 2024.

**DEPARTURE BAY CAPITAL CORP.**

Per: /s/ Trevor Treeweke

Name: Trevor Treeweke

Title: CEO, Corporate Secretary and  
Director