OFFICER'S CERTIFICATE

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

RE: **Annual and Special Meeting of the Shareholders of Dragonfly Capital Corp. (the "Corporation") to be held on October 30, 2018 (the "Meeting")**

With reference to National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("**NI 54-101**"), the undersigned, Dragonfly Capital Corp., Martin Bajic, Chief Financial Officer 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 set 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.

DATED as of the 27th day of September, 2018

DRAGONFLY CAPITAL CORP.

Per: *"Martin Bajic"*
Name: Martin Bajic
Title: Chief Financial Officer