

## CERTIFICATE

Reference is made to the Annual General Meeting of holders of Common Shares in the capital of CMX Gold & Silver Corp. (the "Corporation") scheduled to be held on November 21, 2012 (the "Meeting").

I, Jan M. Alston, President & CEO of the Corporation hereby certify in my capacity as an officer of the Corporation, for and on behalf of the Corporation, and not in my personal capacity, that:

1. All proxy-related materials in connection with the Meeting are being sent in compliance with National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("NI 54-101") to all beneficial owners of the Corporation at least 21 days before the date fixed for the Meeting;
2. The Corporation has arranged to carry out in connection with the Meeting all of the requirements of NI 54-101 in addition to those described in item 1 above; and
3. The Corporation is relying upon Section 2.20 of NI 54-101 in connection with the abridgement of certain of the time periods specified in NI 54-101 in respect of the Meeting.

The terms "beneficial owner" and "proxy-related materials" as used in this Certificate shall have the respective meanings ascribed thereto in NI 54-101.

DATED at Calgary, Alberta this 29<sup>th</sup> day of October, 2012.

**CMX GOLD & SILVER CORP.**



By: \_\_\_\_\_  
Jan M. Alston,  
President & CEO