

**OFFICER'S CERTIFICATE**

**Pursuant to Section 2.20 of National Instrument 54-101:  
Communication with Beneficial Owners of Securities of a Reporting Issuer  
(the "Instrument")**

I, Sherri Odribege, Interim Chief Financial Officer of Agave Silver Corp., ("AGV"), do hereby certify that AGV:

1. has arranged to have proxy-related materials for the annual general and special meeting of AGV's securityholders to be held on December 18, 2014 (the "Meeting") sent, in compliance with the Instrument, to all beneficial owners of AGV's securities, at least 21 days before the date fixed for the Meeting;
2. has arranged to have carried out all of the requirements of the Instrument, in addition to those described in paragraph 1 above; and
3. is relying on section 2.20 of the Instrument to abridge the time requirements set out in sections 2.2(1) and 2.5(1) of the Instrument.

**CERTIFIED** this 27<sup>th</sup> day of November, 2014.

**AGAVE SILVER CORP.**

Per: \_\_\_\_\_ "*signed*"  
Sherri Odribege  
Interim Chief Financial Officer