

GLOBAL RAILWAY INDUSTRIES LTD.

Date: January 2, 2013

RE: Special meeting of the shareholders of Global Railway Industries Ltd. (the "Company") to be held on January 31, 2013 (the "Meeting")

I, Tom Kusumoto, the Chairman, President, Chief Executive Officer and a director of the Company, hereby certify for and on behalf of the Company and not in any personal capacity, and without assuming any personal liability whatsoever, after making due inquiry, that:

- (a) arrangements have been made to have proxy-related materials for the Meeting sent in compliance with National Instrument 54-101 (the "Instrument"), to all beneficial owners at least 21 days before the date fixed for the Meeting;
- (b) arrangements have been made to carry out all of the requirements of the Instrument in addition to those described in subparagraph (a); and
- (c) Global Railway Industries Ltd. is relying on section 2.20 of the Instrument to abridge the time prescribed in subsections 2.2(1) and 2.5(1) of the Instrument.

/s/ Tom Kusumoto

Tom Kusumoto

Chairman, Chief Executive Officer, President and director