



**GOLDEN CROSS  
RESOURCES INC.**

Suite 804 – 750 West Pender Street  
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February 22, 2013

**Re: Annual General and Special Meeting of the Shareholders of  
Golden Cross Resources Inc. to be held on March 21, 2013 (the “Meeting”)**

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I, Thomas Kennedy, CEO of the Company, hereby certify that:

1. 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 of the Company at least 21 days before the date fixed for the meeting;
2. arrangements have been made to carry out all of the requirements of the Instrument in addition to those described in subparagraph (a); and
3. the Company is relying on section 2.20 of the Instrument to abridge the time prescribed in subsection 2.5(1) of the Instrument.

Sincerely,

**GOLDEN CROSS RESOURCES INC.**

*/s/ Thomas Kennedy*

Thomas Kennedy,  
CEO