

MARRET HIGH YIELD STRATEGIES FUND

QUALIFICATION CERTIFICATE

TO: Ontario Securities Commission

AND TO: Alberta Securities Commission
British Columbia Securities Commission
The Manitoba Securities Commission
New Brunswick Securities Commission
Newfoundland and Labrador Department of Government Services
and Lands
Nova Scotia Securities Commission
Prince Edward Island Securities Division
Autorité des marchés financiers
Saskatchewan Financial Services Commission
Registrar of Securities, Yukon

RE: Qualification Certificate for Marret High Yield Strategies Fund (the “**Issuer**”) in respect of the preliminary short form prospectus of the Issuer dated February 3, 2012 (the “**Preliminary Prospectus**”) filed under National Instrument 44-101 - *Short Form Prospectus Distributions*

The undersigned, Marcus Spain, the Chief Financial Officer of the manager of the Issuer, certifies for and on behalf of the Issuer and without personal liability that:

1. This certificate is delivered pursuant to Section 4.1(a)(ii) of NI 44-101 - *Short Form Prospectus Distributions*;
2. The Issuer is relying on Section 2.2 of NI 44-101 to qualify to file a short form prospectus, in that:
 - a. the Issuer is an electronic filer under National Instrument 13-101 - *System for Electronic Documentation Analysis and Retrieval*;
 - b. the Issuer is a reporting issuer in at least one jurisdiction of Canada;
 - c. the Issuer has filed with the securities regulatory authority in each jurisdiction in which it is a reporting issuer all periodic and timely disclosure documents that it is required to have filed in that jurisdiction:
 - i. under applicable securities legislation;
 - ii. pursuant to an order issued by the securities regulatory authority; or
 - iii. pursuant to an undertaking to the securities regulatory authority;
 - d. the Issuer has, in at least one jurisdiction in which it is a reporting issuer:
 - i. current annual financial statements; and
 - ii. a current AIF;

- e. the Issuer's equity securities are listed and posted for trading on a short form eligible exchange and the Issuer is not an issuer:
 - i. whose operations have ceased; or
 - ii. whose principal asset is cash, cash equivalents, or its exchange listing.
- 3. All of the qualification criteria set out in Section 2.2 of NI 44-101 have been satisfied; and
- 4. All of the material incorporated by reference in the Preliminary Prospectus and not previously filed is being filed with the Preliminary Prospectus.

IN WITNESS WHEREOF the undersigned has signed this certificate this 3rd day of February, 2012.

**MARRET HIGH YIELD STRATEGIES
FUND, by its manager, MARRET ASSET
MANAGEMENT INC.**

By: (signed) "Marcus Spain"

Name: Marcus Spain

Title: Chief Financial Officer