

**CANADA COAL INC.
CERTIFICATE**

Pursuant to Section 2.20 of National Instrument 54-101

Reference is made to the special meeting of the Shareholders (the “Meeting”) of Canada Coal Inc. (the “Corporation”) scheduled to be held on September 25, 2014. I, R. Bruce Duncan, as the duly appointed Executive Chairman of the Corporation, hereby certify on behalf of the Corporation and not in my personal capacity as follows:

1. All proxy-related materials in connection with the Meeting have been sent in compliance with National Instrument 54-101 (“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 all of the requirements of NI 54-101 in addition to those described in item 1 above in connection with the Meeting.
3. The Corporation is relying upon Section 2.20 of NI 54-101 in connection with the abridgement of the time period specified in Subsection 2.5(1) of NI 54-101 in respect of the Meeting.

The term “beneficial owner” as used in this Certificate has the meaning given to it in NI 54-101.

DATED as of the 29th day of August, 2014.

CANADA COAL INC.

By: “*R. Bruce Duncan*”
R. Bruce Duncan
Executive Chairman
Authorized Signing Officer