

NATIONAL INSTRUMENT 54-101

CERTIFICATE

I, Douglas M. Stuve, Corporate Secretary of Southtech Capital Corporation (the "**Issuer**"), certify that:

1. I have reviewed the proxy-related materials (as this term is defined in National Instrument 54-101 - *Communication with Owners of Securities* ("**NI 54-101**") of the Issuer dated July 31, 2014;
2. On behalf of the Issuer, I have arranged to have proxy-related materials for the Annual and Special Meeting of shareholders of the Issuer (the "**Meeting**") to be held on September 10, 2014 sent in compliance with NI 54-101 to all beneficial owners at least 21 days before the date fixed for the Meeting;
3. On behalf of the Issuer, I have arranged to have carried out all of the requirements of NI 54-101 in addition to those described in paragraph 2 herein; and
4. The Issuer is relying upon section 2.20 of NI 54-101 to abridge the time prescribed in subsection 2.2(1) of NI 54-101.

Dated: August 5, 2014

"Douglas M. Stuve"

Douglas M. Stuve
Corporate Secretary
Southtech Capital Corporation