

OFFICER'S CERTIFICATE

Abridgment of Time
Pursuant to National Instrument 54-101
Communication with Beneficial Owners of Securities of a Reporting Issuer

Reference is made to the management information circular of Spirit Bear Capital Corp. (the "Corporation") dated June 18, 2014 in respect of the annual and special meeting (the "**Meeting**") of shareholders of the Corporation scheduled to be held on July 15, 2014.

I, Michael Waldkirch, Chief Executive Officer, Chief Financial Officer and Corporate Secretary of the Corporation hereby certify in my capacity as an officer of the Corporation, for and on behalf of the Corporation, and not in my personal capacity, that the Corporation:

1. has arranged to have proxy-related materials for the Meeting sent in compliance with the applicable timing requirements in sections 2.9 and 2.12 of National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("NI 54-101");
2. has arranged to carry out in connection with the Meeting all of the requirements of NI 54-101 in addition to those described in item 1 above; and
3. is relying upon Section 2.20 of NI 54-101 in connection with the abridgement of certain of the time periods specified in NI 54-101 in respect of the Meeting.

The term "proxy-related materials" as used in this Certificate shall have the respective meanings ascribed thereto in NI 54-101.

DATED at this 18th day of June, 2014.

"Michael Waldkirch"

Michael Waldkirch

Chief Executive Officer, Chief Financial Officer and Corporate Secretary