

EXITO ENERGY II INC.

CERTIFICATE

Pursuant to Section 2.20 of National Instrument 54-101

Reference is made to the annual and special meeting (the "**Meeting**") of the holders (the "**Shareholders**") of the common shares of Exito Energy II Inc. (the "**Corporation**") scheduled to be held on August 7, 2015. The undersigned, as duly appointed Chief Executive Officer of the Corporation, hereby certifies on behalf of the Corporation and not in his personal capacity that:

1. The Corporation has arranged to have all proxy-related materials in connection with the Meeting sent in compliance with National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("**NI 54 101**") to all beneficial owners of common shares of the Corporation at least 21 days before the date fixed for the Meeting.
2. The Corporation 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.
3. The Corporation is relying upon Section 2.20 of NI 54-101 in connection with the abridgement of certain of the time periods specified in Subsections 2.2(1) and 2.5(1) of NI 54-101 in respect of the Meeting.

The term "proxy-related materials" and "beneficial owner" as used in this Certificate has the meaning ascribed thereto in NI 54-101.

DATED as of the 15th day of July, 2015.

EXITO ENERGY II INC.

Per: (signed) "Bradley Docherty"

Brad Docherty
Chief Executive Officer