

CERTIFICATE

Reference is made to the Annual General Meeting holders of common shares in the capital of Midnight Star Ventures Corp. (the "Corporation") scheduled to be held on April 27, 2017 (the "Meeting").

I, David K. Ryan, President 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:

1. All proxy-related materials in connection with the Meeting are being 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 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 NI 54-101 in respect of the Meeting.

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

Dated at this 22nd day of March, 2017.

MIDNIGHT STAR VENTURES CORP.

"David K. Ryan"

By: _____

DAVID K. RYAN
President