

**OFFICER'S CERTIFICATE**  
**UNDER SECTION 2.20 OF NATIONAL INSTRUMENT 54 –101 ("NI-54-101")**  
**OF**  
**KOOTENAY ZINC CORP.**  
**(THE "CORPORATION")**

**TO:** BRITISH COLUMBIA SECURITIES COMMISSION  
ALBERTA SECURITIES COMMISSION  
ONTARIO SECURITIES COMMISSION

**RE: Annual General and Special Meeting of holders of Common Shares of the Corporation to be held on December 16, 2016 (the "Meeting")**

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In connection with the Corporation's abridgement of the time period (the "**Abridgement**") for (a) sending of the notification of meeting and record date for notice of a meeting under section 2.2(1) of NI 54-101; and (b) the request for beneficial ownership information under section 2.5(1) of NI 54-101 respecting the Meeting, the undersigned, Anthony Jackson, Chief Financial Officer of the Corporation, hereby certifies for and on behalf of the Corporation and not in his personal capacity as follows:

- (a) all arrangements have been made to have proxy-related materials in connection with the Meeting sent in compliance with NI 54-101 to all beneficial owners of the Corporation at least 21 days before the date fixed for the Meeting;
- (b) the Corporation has arranged to carry out all of the requirements of NI 54-101 in addition to those described in item (a) above in connection with the Meeting; and
- (c) the Corporation is relying upon Section 2.20 of NI 54-101 in making the Abridgement.

**DATED** this 16<sup>th</sup> day of November, 2016.

**KOOTENAY ZINC CORP.**

By: /s/ "Anthony Jackson"  
Anthony Jackson  
Chief Financial Officer