

**THE YIELD GROWTH CORP.**  
**(the "Issuer")**

**QUALIFICATION CERTIFICATE**

**TO:** British Columbia Securities Commission

**AND TO:** Alberta Securities Commission  
Financial and Consumer Affairs Authority of Saskatchewan  
The Manitoba Securities Commission  
Ontario Securities Commission  
Financial and Consumer Services Commission (New Brunswick)  
Nova Scotia Securities Commission

**RE:** Qualification Certificate for the Issuer in respect of the preliminary short form base shelf prospectus of the Issuer dated June 12, 2019 (the "**Preliminary Prospectus**") filed under National Instrument 44-101 - *Short Form Prospectus Distributions* and National Instrument 44-102 – *Shelf Distributions*

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The undersigned, Penny Green, President and Chief Executive Officer of the Issuer, certifies for and on behalf of the Issuer and without personal liability that:

1. This certificate is delivered pursuant to section 4.1(1)(a)(ii) of National Instrument 44-101 - *Short Form Prospectus Distributions* ("**NI 44-101**");
2. The Issuer is relying on section 2.2 of NI 44-101 in order to be qualified to file a prospectus in the form of a short form prospectus, in that:
  - a. the Issuer is an electronic filer under National Instrument 13 101 - *System for Electronic Documentation Analysis and Retrieval* (SEDAR);
  - b. the Issuer is a reporting issuer in at least one jurisdiction of Canada;
  - c. the Issuer has filed with the securities regulatory authority in each jurisdiction in which it is a reporting issuer all periodic and timely disclosure documents that it is required to have filed in that jurisdiction:
    - i. under applicable securities legislation;
    - ii. pursuant to an order issued by the securities regulatory authority; or
    - iii. pursuant to an undertaking to the securities regulatory authority;
  - d. the Issuer has, in at least one jurisdiction in which it is a reporting issuer:
    - i. current annual financial statements; and
    - ii. a current AIF;
  - e. the Issuer's equity securities are listed and posted for trading on a short form eligible exchange and the Issuer is not an issuer:
    - i. whose operations have ceased; or

- ii. whose principal asset is cash, cash equivalents, or its exchange listing.
- 3. All of the qualification criteria set out in Section 2.2 of NI 44-101 have been satisfied; and
- 4. All of the material incorporated by reference in the Preliminary Prospectus and not previously filed is being filed with the Preliminary Prospectus.

*[signature page follows]*

**DATED** this 12<sup>th</sup> day of June, 2019.

**THE YIELD GROWTH CORP.**

By: "Penny Green"

Name: Penny Green

Title: President and Chief Executive Officer