

**NATIONAL INSTRUMENT 44-101
QUALIFICATION CERTIFICATE**

TO: British Columbia Securities Commission
Alberta Securities Commission
Saskatchewan Financial Services Commission
Manitoba Securities Commission
Ontario Securities Commission
New Brunswick Securities Commission
Nova Scotia Securities Commission
Prince Edward Island Securities Office
Securities Commission of Newfoundland and Labrador
TSX Venture Exchange

This certificate is delivered pursuant to subsection 4.1(a)(ii) of National Instrument 44-101 – *Short Form Prospectus Distributions* of the Canadian Securities Administrators ("NI 44-101") in connection with the filing of a preliminary short form prospectus (the "Preliminary Prospectus") of CGX Energy Inc. (the "Corporation").

I, James N. Fairbairn, Chief Financial Officer of the Corporation, hereby certify to the best of my knowledge, information and belief, for and on behalf on the Corporation, that:

1. the Corporation is relying on the qualification criteria set forth in section 2.2 of NI 44-101 in order to be qualified to file a prospectus in the form of a short form prospectus;
2. all of the qualification criteria set forth in section 2.2 of NI 44-101 have been satisfied as follows:
 - (a) the Corporation is an electronic filer under National Instrument 13-101;
 - (b) the Corporation is a reporting issuer (or the equivalent thereof) under the securities legislation of the provinces of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, New Brunswick, Nova Scotia, Prince Edward Island and Newfoundland and Labrador;
 - (c) the Corporation has filed with the securities regulatory authorities 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 under applicable securities legislation, pursuant to an order issued by the securities regulatory authority and pursuant to an undertaking to the securities regulatory authority;
 - (d) the Corporation has filed, in each jurisdiction in which it is a reporting issuer, a "current AIF" and "current annual financial statements" (both as defined in NI 44-101); and
 - (e) the common shares of the Corporation are listed and posted for trading on the TSX Venture Exchange, and the Corporation is not an issuer whose operations have ceased or whose principal asset is cash, cash equivalents or its exchange listing.
3. All of the material incorporated by reference in the Preliminary Prospectus and not previously filed is being filed with the Preliminary Prospectus.

DATED this 11th day of June, 2010.

"James Fairbairn"
James N. Fairbairn
Chief Financial Officer
CGX Energy Inc.