

CERTIFICATE
(Section 2.20 of National Instrument 54-101)

To: British Columbia Securities Commission
 Alberta Securities Commission
 Ontario Securities Commission

I, Philip Yee, Vice-President of Finance and Chief Financial Officer of Aztec Minerals Corp. (the “Corporation”), hereby certify that the Corporation is relying on section 2.20 of NI 54-101 to abridge the time prescribed in subsections 2.2(1) and 2.5(1) of NI 54-101 and that the Corporation has:

- (a) arranged to have proxy-related materials for the Corporation’s annual and special general meeting of shareholders to be held on Monday, June 22, 2020 (the “Meeting”) to be sent in compliance with National Instrument 54-101 (“NI 54-101”) to all beneficial owners at least 21 days before the date fixed for the Meeting; and
- (b) arranged to have carried out all of the requirements of NI 54-101 in addition to those described in subparagraph (a).

DATED as of the 14th day of May, 2020.

AZTEC MINERALS CORP.

Per: “*Philip Yee*”

PHILIP YEE
Vice-President of Finance and Chief Financial
Officer