CERTIFICATE

Section 2.20 of National Instrument 54-101

TO: Alberta Securities Commission
British Columbia Securities Commission
Ontario Securities Commission
TSX Venture Exchange

RE: Annual General and Special Meeting of Shareholders of Clear Mountain Resources Corp. (the "**Corporation**") to be held on March 31, 2015 (the "**Meeting**")

The undersigned, the duly appointed President and Chief Executive Officer of the Corporation, hereby certifies for and on behalf of the Corporation, and not in his personal capacity, that:

(a) the Corporation has made arrangements to have proxy-related materials for the Meeting sent in compliance with the applicable timing requirements in sections 2.9 and 2.12 of National Instrument 54-101 ("**NI 54-101**");

(b) the Corporation has arranged to have carried out all of the requirements of NI 54-101 in addition to those described in paragraph (a) above; and

(c) the Corporation is relying upon section 2.20 of NI 54-101 to abridge the time periods prescribed by sections 2.2(1) and 2.5(1) of NI 54-101 applicable to the Meeting.

The term "proxy related materials" used in this Certificate has the meaning ascribed to such term in NI 54-101.

DATED the 24th day of February, 2015.

CLEAR MOUNTAIN RESOURCES CORP.

Per: (signed) "Richard Barth"

Richard Barth
President and Chief Executive Officer