

**CERTIFICATE**  
**PURSUANT TO SECTION 2.20 OF NATIONAL INSTRUMENT 54-101 –**  
**COMMUNICATION WITH BENEFICIAL OWNERS OF SECURITIES OF A**  
**REPORTING ISSUER**

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

The undersigned Vice President, General Counsel and Corporate Secretary of U.S. Silver & Gold Inc. (the "Corporation") hereby certifies for and on behalf of the Corporation, and not in his personal capacity, that the Corporation:

- (a)    has arranged to have its proxy-related materials in respect of the special meeting of shareholders of the Corporation to be held on December 18, 2014 (the "Meeting"), sent in compliance with National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("NI 54-101") to all beneficial owners at least 21 days before the date fixed for the Meeting;
- (b)    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)    is relying on Section 2.20 of NI 54-101.

DATED November 21, 2014.

**U.S. SILVER & GOLD INC.**

by    (signed) Peter McRae

Name: Peter McRae

Title: Vice President, General  
Counsel and Corporate  
Secretary