

**OFFICER'S CERTIFICATE
OF
SILVER PHOENIX RESOURCES IN.
(the "Company")**

TO: CANADIAN SECURITIES EXCHANGE

AND TO: CASSELS BROCK & BLACKWELL LLP

RE: Consolidation (the "Consolidation") of the issued and outstanding common shares (the "Common Shares") of the Company on the basis of one (1) post-consolidation Common Share for every 1.45 issued and outstanding pre-consolidation Common Shares

The undersigned, the duly appointed Chief Executive Officer of the Company, hereby certifies on behalf of the Company, and not in his personal capacity, that attached hereto as Schedule "A" is a true and correct copy of resolutions passed by the directors of the Company in respect of the Consolidation and such resolutions have not been varied, amended or revoked and remain in full force and effect as of the date hereof;

DATED this 22nd day of February, 2019.

/s/ "Scott Ackerman"

Scott Ackerman
Chief Executive Officer

SCHEDULE "A"

BE IT RESOLVED THAT:

1. subject to approval of the Exchange, the Company is hereby authorized to effect the Consolidation such that the issued and outstanding common shares of the Company be consolidated on the basis of one (1) new common share for every 1.45 common shares issued and outstanding on the effective date of the Consolidation;
2. the letter of transmittal of the Company in respect of the Consolidation is approved for mailing to shareholders, subject to such additions, deletions and amendments therefrom as may be approved by any director or officer of the Company;
3. the making of the notice and application to the Exchange for approval of the Consolidation is hereby authorized, ratified and confirmed;
4. the form of share certificate representing the common shares of the Company on a post-Consolidation basis is hereby authorized and approved;
5. any director or officer of the Company is hereby authorized to execute, whether under the corporate seal of the Company or otherwise, and to deliver all documents or instruments in writing and to do all other such acts and things as he may consider necessary or desirable to carry out the terms of the foregoing resolutions, under corporate seal or otherwise; and
6. these resolutions may be signed by the directors in as many counterparts as may be necessary, each of which so signed shall be deemed to be an original, and such counterparts together shall constitute one and the same instrument and notwithstanding the date of execution shall be deemed to bear the date as set forth below.