

FORM 6

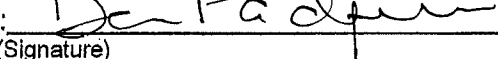
**CERTIFICATE OF COMPLIANCE**

TO: CANADIAN NATIONAL STOCK EXCHANGE ("CNSX")

Undur Tolgoi Minerals Inc. (the "Issuer") hereby certifies to CNSX  
[Name of CNSX Issuer]

that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all CNSX Requirements (as defined in CNSX Policy 1).

Date: December 6, 2011

Signed:   
(Signature)

Don Padgett

(Print Name)

Chief Executive Officer

(Print Office)