

## QUALIFICATION CERTIFICATE

**TO:** Ontario Securities Commission (Principal Regulator)

**AND TO:** British Columbia Securities Commission  
Alberta Securities Commission  
Financial and Consumer Affairs Authority of Saskatchewan  
The Manitoba Securities Commission  
Autorité des marchés financiers  
Nova Scotia Securities Commission

The undersigned, being the President and Chief Executive Officer of The Westaim Corporation (the “**Corporation**”), hereby certifies on behalf of the Corporation that:

1. This certificate is delivered pursuant to clause 4.1(1)(a)(ii) of National Instrument 44-101 – *Short Form Prospectus Distributions* (“**NI 44-101**”).
2. The Corporation is an issuer qualified under section 2.2 of NI 44-101 to file a prospectus in the form of a short form prospectus and is relying on that section.
3. The Corporation satisfies the criteria set forth in section 2.2 of NI 44-101 as:
  - (a) it is an electronic filer under National Instrument 13-101 – *System for Electronic Document Analysis and Retrieval (SEDAR)*;
  - (b) it is a reporting issuer in British Columbia, Alberta, Ontario, Saskatchewan, Manitoba, Québec, New Brunswick, Nova Scotia, Prince Edward Island, Newfoundland and Labrador, Northwest Territories, Nunavut and Yukon;
  - (c) it has filed with the securities regulatory authority in each jurisdiction in which it is a reporting issuer all periodic and timely disclosure documents that it is required to have filed in that jurisdiction: (i) under applicable securities legislation; (ii) pursuant to an order issued by the securities regulatory authority; or (iii) pursuant to an undertaking to the securities regulatory authority;
  - (d) it has filed, in at least one jurisdiction in which it is a reporting issuer, current annual financial statements, being its audited comparative consolidated financial statements and the notes thereto as at and for its fiscal years ended December 31, 2014 and 2013;
  - (e) it has filed, in at least one jurisdiction in which it is a reporting issuer, a current annual information form for its fiscal year ended December 31, 2014 dated March 31, 2015; and
  - (f) its equity securities, being common shares, are listed and posted for trading on a short form eligible exchange and the Corporation is not an issuer whose: (i) operations have ceased; or (ii) principal asset is cash, cash equivalents, or its exchange listing.
4. All of the material incorporated by reference in the preliminary short form prospectus and not previously filed is being filed with the preliminary short form prospectus.

DATED as of the 24<sup>th</sup> day of July, 2015.

**THE WESTAIM CORPORATION**

(signed) “*J. Cameron MacDonald*”

Name: J. Cameron MacDonald

Title: President and Chief Executive Officer

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