

FORM 9

NOTICE OF ISSUANCE OR PROPOSED ISSUANCE OF LISTED SECURITIES

(or securities convertible or exchangeable into listed securities¹)

Name of Listed Issuer:

Symbol(s):

GRAYCLIFF EXPLORATION LIMITED (the "Issuer").

GRAY

Date: **December 17, 2021.**

Is this an updating or amending Notice: **Yes, Final Form 9.**

If yes provide date(s) of prior Notices: **December 7, 2021.**

Issued and Outstanding Securities of Issuer Prior to Issuance: **28,832,138.**

Pricing

Date of news release announcing proposed issuance: **N/A.**

Date of confidential request for price protection: **November 9, 2021**

Closing Market Price on Day Preceding the news release: or

Day preceding request for price protection: **\$0.31**

Closing

Number of securities to be issued: **3,589,963 flow through units (the "F/T Units") in tranche 1, and 1,171,663 units ("Units") in tranche 2.**

Issued and outstanding securities following issuance: **30,003,801.**

Instructions:

1. For private placements (including debt settlement), complete tables 1A and 1B in Part 1 of this form.
2. Complete Table 1A – Summary for all purchasers, excluding those identified in Item 8.
3. Complete Table 1B – Related Persons only for Related Persons
4. If shares are being issued in connection with an acquisition (either as consideration or to raise funds for a cash acquisition) please proceed to Part 2 of this form.
5. An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10 – Notice of Proposed Transaction
6. Post the completed Form 9 to the CSE website in accordance with *Policy 6 – Distributions*. In addition, the completed form must be delivered to listings@thecse.com with an appendix that includes the information in Table 1B for ALL places.

Part 1. Private Placement

Table 1A – Summary

| Each jurisdiction in which purchasers reside | Number of Purchasers | Price per Security | Total dollar value (CDN\$) raised in the jurisdiction |
|--|----------------------|--------------------|---|
| British Columbia | 5 | \$0.30 | \$670,990 |
| Ontario | 41 | \$0.30 | \$724,499.06 |
| Alberta | 2 | \$0.30 | \$21,000 |
| Australia | 1 | \$0.30 | \$12,000 |
| Total number of purchasers: | 49 | | |
| Total dollar value of distribution in all jurisdictions: | | | \$1,428,489.05 |

Table 1B – Related Persons

| Full Name & Municipality of Residence of Placee | Number of Securities Purchased or to be Purchased | Purchase price per Security (CDN\$) | Conversion Price (if Applicable) (CDN\$) | Prospectus Exemption | Total Securities Previously Owned, Controlled or Directed | Payment Date | Describe relationship to Issuer (2) |
|---|---|-------------------------------------|--|---|---|---|---|
| James Macintosh, Toronto | 40,000 FT Units 40,000 Units | \$0.30 | N/A | Accredited Investor | 500,000 Stock Options 140,256 Common Shares | Dec. 7, 2021 Tranche 1 Dec. 15, 2021 Tranche 2 | President, CEO and Director of the Issuer |
| Julio DiGirolamo, Toronto | 40,000 Units | \$0.30 | N/A | Friends, Family and Close Business Associates | 400,000 Stock Options 100,000 Common Shares | Dec. 15, 2021 | CFO and Director of the Issuer |
| Nicholas Konkin, Toronto | 40,000 Units | \$0.30 | N/A | Friends, Family and Close Business Associates | 125,000 Stock Options 35,000 Common Shares | Dec. 15, 2021 | Director |
| David Lees | 40,000 Units | \$0.30 | N/A | Friends, Family and Close Business Associates | 140,000 Common Shares 150,000 Stock Options | Dec. 15, 2021 | Director |

1. Total amount of funds raised: **\$1,428,489.05**

2. Provide full details of the use of the proceeds. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material.

The Issuer intends to use the proceeds of the offering to expand its current exploration program at the Issuer's Shakespeare Project and to initiate surface sampling and airborne geophysics at the adjacent Baldwin Project as well as general working capital purposes.

3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: **N/A.**
4. If securities are issued in forgiveness of indebtedness, provide details of the debt agreement(s) or and the agreement to exchange the debt for securities.

N/A.

5. Description of securities to be issued:

(a) Class: **FT Units, with each unit comprised of one common share issued as a "flow-through share" as such term is defined in the Income Tax Act (Canada), and one half of one common share purchase warrant. Units, with each Unit comprised of one common share and one common share purchase warrant.**

(b) Number: **3,589,963 FT Units and 1,171,663 Units.**

(c) Price per security: **\$0.30 per FT Unit and \$0.30 per Unit.**

(d) Voting rights: **1 vote per common share.**

6. Provide the following information if warrants, (options) or other convertible securities are to be issued:

(a) Number **1,794,981 Warrants issued in connection with the FT Units and 1,171,663 Warrants issued in connection with the Units.**

(b) Number of securities eligible to be purchased on exercise of warrants (or options) **1,794,981 common shares in tranche 1 and 1,171,663 in tranche 2**.

(c) Exercise price **\$0.45**.

(d) Expiry date **Warrants will expire two (2) years from the date of each closing.**

7. Provide the following information if debt securities are to be issued: N/A.
8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the placement (including warrants, options, etc.):
- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the placement (name, and if a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): **248,497 Finders Warrants were issued in connection with tranche 1. No compensation was paid in connection with tranche 2.**
 - (b) Cash **\$75,549.29 was paid in connection with tranche 1. No compensation was paid in connection with tranche 2.**
 - (c) Securities **See 8(a) above.**
 - (d) Other **N/A**
 - (e) Expiry date of any options, warrants etc. **Finders' warrants expire twenty four (24) months from the date of closing.**
 - (f) Exercise price of any options, warrants etc. **\$0.30 for the Finders' warrants.**
9. State whether the sales agent, broker, dealer or other person receiving compensation in connection with the placement is Related Person or has any other relationship with the Issuer and provide details of the relationship. N/A.
10. Describe any unusual particulars of the transaction (i.e. tax "flow through" shares, etc.). **3,589,963 Common Shares were issued as "flow-through shares" in accordance with applicable provisions of the Income Tax Act (Canada).**
11. Where there is a change in the control of the Issuer resulting from the issuance of the private placement shares, indicate the names of the new controlling shareholders. N/A.
12. Each purchaser has been advised of the applicable securities legislation restricted or seasoning period. All certificates for securities issued which are subject to a hold period bear the appropriate legend restricting their transfer until the expiry of the applicable hold period required by National Instrument 45-102 Resale of Securities.

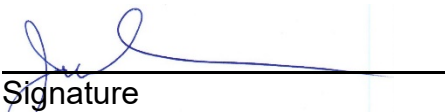
Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance on behalf of the Issuer.
2. As of the date hereof there is not material information concerning the Issuer which has not been publicly disclosed.
3. the Issuer has obtained the express written consent of each applicable individual to:
 - (a) the disclosure of their information to the Exchange pursuant to this Form or otherwise pursuant to this filing; and
 - (b) the collection, use and disclosure of their information by the Exchange in the manner and for the purposes described in Appendix A or as otherwise identified by the Exchange, from time to time
4. The undersigned hereby certifies to the Exchange 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 Exchange Requirements (as defined in CSE Policy 1).
5. All of the information in this Form 9 Notice of Issuance of Securities is true.

Dated December 17, 2021.

James Macintosh
Name of Director or Senior
Officer


Signature

President, Chief Executive
Officer, and Director
Official Capacity