

FORM 6

CERTIFICATE OF COMPLIANCE

TO: CANADIAN SECURITIES EXCHANGE (“CSE”)

Graycliff Exploration Ltd. (the “Listed Issuer”) hereby certifies to CSE 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 Policy 1).

Date: April 12, 2021

Signed ^{DocuSigned by:} James Macintosh
(Signature) AUAEFF5F83Z34FB...

James Macintosh
(Print Name)

President, Chief Executive Officer, and
Director
(Print Office)