

FORM 6

CERTIFICATE OF COMPLIANCE

TO: CANADIAN SECURITIES EXCHANGE (“CSE”)

GRAYCLIFF EXPLORATION LIMITED (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: July 30, 2020

Signed: **“James Macintosh”** _____
(Signature)

James Macintosh _____
(Print Name)

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