

Appendix C to National Instrument 41-101
General Prospectus Requirements

**Non-Issuer Form of Submission to
Jurisdiction and Appointment of
Agent for Service of Process**

1. Name of issuer (the “Issuer”): Graycliff Exploration Limited

2. Jurisdiction of incorporation, or equivalent, of Issuer: British Columbia

3. Address of principal place of business of Issuer: 890 - 1140 West Pender Street, Vancouver, British Columbia, V6E 2R9

4. Description of securities (the “Securities”): Common Shares

5. Date of the prospectus (the “Prospectus”) under which the Securities are offered: July 10, 2020.

6. Name of person filing this form (the “Filing Person”): David Lees

7. Filing Person’s relationship to Issuer: Director

8. Jurisdiction of incorporation, or equivalent, of Filing Person, if applicable, or jurisdiction of residence of Filing Person: Western Australia, Australia

9. Address of principal place of business of Filing Person: 36 Speedy Cheval Street, East Fremantle 6158, Western Australia, Australia

10. Name of agent for service of process (the “Agent”): CCPC Corporate Services Inc.

11. Address for service of process of Agent in Canada (the address may be anywhere in Canada): 20 Great Gulf Drive, Suite 218, Vaughan, Ontario, L4K 0K7

12. The Filing Person designates and appoints the Agent at the address of the Agent stated above as its agent upon whom may be served any notice, pleading, subpoena, summons or other process in any action, investigation or administrative, criminal, quasi-criminal, penal or other proceeding (the “Proceeding”) arising out of, relating to or concerning the distribution of the Securities made or purported to be made under the Prospectus, and irrevocably waives any right to raise as a defence in any such Proceeding any alleged lack of jurisdiction to bring the Proceeding.

13. The Filing Person irrevocably and unconditionally submits to the non-exclusive jurisdiction of
- (a) the judicial, quasi-judicial and administrative tribunals of each of the provinces of Canada in which the securities are distributed under the Prospectus; and
 - (b) any administrative proceeding in any such province,
- in any Proceeding arising out of or related to or concerning the distribution of the Securities made or purported to be made under the Prospectus.
14. Until six years after completion of the distribution of the Securities made under the Prospectus, the Filing Person shall file a new submission to jurisdiction and appointment of agent for service of process in this form at least 30 days before termination of this submission to jurisdiction and appointment of agent for service of process.
15. Until six years after completion of the distribution of the Securities under the Prospectus, the Filing Person shall file an amended submission to jurisdiction and appointment of agent for service of process at least 30 days before a change in the name or above address of the Agent.
16. This submission to jurisdiction and appointment of agent for service of process shall be governed by and construed in accordance with the laws of the Province of Ontario.

Dated: July 10, 2020

"David Lees"

Signature of Filing Person

David Lees

Print name of person signing and, if the Filing Person is not an individual, the title of the person

AGENT

The undersigned accepts the appointment as agent for service of process of David Lees under the terms and conditions of the appointment of agent for service of process stated above.

Dated: July 10, 2020

"Michael Bluestein"

Signature of Filing Person

Michael Bluestein, Director of CCPC Corporate Services Inc.

Print name of person signing and, if the Filing Person is not an individual, the title of the person