

**MATERIAL CHANGE REPORT
FORM 51-102F3**

ITEM 1 Name and Address of Company

Graycliff Exploration Ltd. (the “Corporation”)
777 Hornby Street, Suite 600
Vancouver, BC V6Z 1S4

ITEM 2 Date of Material Change

The material change occurred on September 25, 2020.

ITEM 3 News Release

A news release was issued and disseminated through the facilities of Accesswire on September 25, 2020, and filed on SEDAR (www.sedar.com). A copy of this news release is attached hereto as Schedule “A”.

ITEM 4 Summary of Material Change

On September 25, 2020, the Corporation announced that it had completed a non-brokered private placement offering that was primarily with one strategic investor (the “**Financing**”) for gross proceeds of \$530,000, subject to final regulatory and exchange approvals.

The Financing consists of 5% unsecured convertible debentures (the “**Debenture**”) at an issue price of \$1,000 per Debenture. The Debenture will have a maturity of twenty-four (24) months from the closing date of the Financing and will bear interest at a rate of 5% per annum, payable at maturity in cash or common shares of the Corporation at the conversion price.

The Corporation intends to use the net proceeds from the Financing for exploration at the Shakespeare Project as well as marketing and general working capital purposes.

ITEM 5 Full Description of Material Change

Please refer to Schedule “A”.

ITEM 6 Reliance on Section 7.1(2) of National Instrument 51-102 of the Act

N/A

ITEM 7 Omitted Information

N/A

ITEM 8 Executive Officer

The name and business number of an executive officer of the Corporation who is knowledgeable about the material change and this report is:

James Macintosh, President, & Chief Executive Officer
Tel: 416-862-7003

ITEM 9 Date of Report

October 2, 2020.

Schedule "A"
News Release

Graycliff Completes a \$530,000 Strategic Private Placement

TORONTO, ON - September 25, 2020 - [Graycliff Exploration Limited](#). (the “Company” or “Graycliff”) (CSE: [GRAY](#)) (FSE: [GEO](#)) is pleased to report that it has completed a non-brokered private placement offering that was primarily with one strategic investor (the “Financing”) for a gross proceeds of \$530,000, subject to final regulatory and exchange approvals.

The Financing consists of 5% unsecured convertible debentures (the “Debenture”) at an issue price of \$1,000 per Debenture. The Debenture will have a maturity of twenty-four (24) months from the closing date of the Financing and will bear interest at a rate of 5% per annum, payable at maturity in cash or common shares of the Company (“Common Shares”) at the conversion price.

Each Debenture may be converted at the option of the holder into 1,667 Common Shares. The conversion price for the Common Shares is equal to \$0.60 per share and the Debentures are subject to a four-month hold period under applicable Canadian securities law.

Graycliff intends to use the net proceeds from the Financing for exploration at the Shakespeare Project as well as marketing and general working capital purposes.

About Graycliff Exploration Limited.

Graycliff Exploration is a mineral exploration company focused on its 517 hectares of prospective ground, located roughly 80 kilometres west of Sudbury on the prolific Canadian Shield. The Company's Shakespeare Project consists of 24 claims on a property associated with the historic Shakespeare Gold Mine, which operated from 1903 to 1907.

For more information, contact investor relations at investors@graycliffexploration.com

On Behalf of the Board of Directors,
James Macintosh
President and CEO

Neither the Canadian Securities Exchange nor its regulation services provider has reviewed or accepted responsibility for the adequacy or accuracy of this press release

This press release may include forward-looking information within the meaning of Canadian securities legislation, concerning the business of the Company. Forward-looking information is based on certain key expectations and assumptions made by the management of the Company. Although the Company believes that the expectations and assumptions on which such forward-looking information is based on are reasonable, undue reliance should not be placed on the forward-looking information because the Company can give no assurance that they will prove to be correct. Forward-looking statements contained in this press release are made as of the date of this press release. The Company disclaims any intent or obligation to update publicly any forward-looking information, whether as a result of new information, future events or results or otherwise, other than as required by applicable securities laws.