



OFFICER'S CERTIFICATE
Pursuant to Section 2.20 of National Instrument 54-101
Communication with Beneficial Owners of Securities of a Reporting Issuer
(the "Instrument")

**TO: British Columbia Securities Commission; and
Alberta Securities Commission**

RE: Meeting of the Annual and Special Meeting of the shareholders of GRAPHITE ONE RESOURCES INC.
to be held on June 19, 2017 (the "Meeting")

I W. Alan Ahlgren, the Chief Financial Officer and Corporate Secretary of Graphite One Resources Inc.
hereby certify , for and on behalf of the Company and not in my personal capacity, that:

- (a) arrangements have been made to have proxy related materials for the Meeting sent in compliance with National Instrument 54-101 (the "Instrument"), to all beneficial owners at least 21 days before the date fixed for the Meeting;
- (b) arrangements have been made to carry out all of the requirements of the Instrument in addition to those described in subparagraph (a) and
- (c) Graphite One Resources Inc. is relying on section 2.20 of the Instrument to abridge the time prescribed in subsection 2.5(1) of the Instrument.

CERTIFIED this 23 day of May, 2017

A handwritten signature in blue ink, appearing to read 'W. Alan Ahlgren', written over a horizontal line.

W. Alan Ahlgren, CPA, CA
Chief Financial Officer and Corporate Secretary
GRAPHITE ONE RESOURCES INC.
604.916.9690
AlanA@graphiteonerresources.com