

Form 45-106F6

British Columbia Report of Exempt Distribution

This is the form required under section 6.1 of National Instrument 45-106 for a report of exempt distribution.

Issuer information

Item 1: State the full name of the issuer of the security distributed. Include the former name of the issuer if its name has changed since the last report was filed; the issuer's website address; and the address, telephone number and email address of the issuer's head office.

Name of Issuer: Graphite One Resources Inc.
Address: Suite 160, 1209-59 Avenue SE
Calgary, AB T2H 2P6
Tel: 403-255-8203
Email: info@GraphiteOneResources.com
Website: www.graphiteoneresources.com

Item 2: Reporting issuer status

A. State whether the issuer is or is not a reporting issuer and, if reporting, each of the jurisdictions in which it is reporting.

Reporting Issuer – Jurisdictions: Alberta and British Columbia

B. If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, name the investment fund manager and state the jurisdiction(s) where it is registered.

Item 3: Issuer's industry

Indicate the industry of the issuer by checking the appropriate box below.

- | | |
|---|---|
| <input type="checkbox"/> Bio-tech | Mining |
| Financial Services | <input checked="" type="checkbox"/> exploration/development |
| <input type="checkbox"/> investment companies and funds | <input type="checkbox"/> production |
| <input type="checkbox"/> mortgage investment companies | <input type="checkbox"/> Oil and gas |
| <input type="checkbox"/> Forestry | <input type="checkbox"/> Real estate |
| <input type="checkbox"/> Hi-tech | <input type="checkbox"/> Utilities |
| <input type="checkbox"/> Industrial | <input type="checkbox"/> Other (describe) |
-

Item 4: Insider and promoters of non-reporting issuers

If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, do not complete this table.

If the issuer is not a reporting issuer in any jurisdiction of Canada, complete the following table by providing information about each insider and promoter of the issuer. If the insider or promoter is not an individual, complete the table for directors and officers of the insider or promoter

Information about insider and promoters			
Full name, municipality and country of principal residence	All positions held (e.g., director, officers, promoter and/or holder of more than 10% of voting securities)	Number and type of securities of the issuer beneficially owned or, directly or indirectly controlled, on the distribution date, including any securities purchased under the distribution	Total price paid for all securities beneficially owned or, directly or indirectly controlled, on the distribution date, including any securities purchased under the distribution (Canadian \$)
N/A			

Details of distribution**Item 5: Distribution date**

State the distribution date. If the report is being filed for securities distributed on more than one distribution date, state all distribution dates.

September 4, 2013

Item 6:

For each security distributed:

- (a) describe the type of security,

Units whereby each Unit consists of one common share (a “Share”) and one common share purchase warrant (a “Warrant”)

- (b) state the total number of securities distributed. If the security is convertible or exchangeable, describe the type of underlying security, the terms of exercise or conversion and any expiry date; and

9,879,500 units (“Units”) whereby each Unit is comprised of one common share and one full common share purchase warrant exercisable at a price of \$0.125 per share for a period of 36 months from the date of issuance subject to acceleration

- (c) If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, state the exemption(s) relied on. If more than one exemption is relied on, state the amount raised using each exemption

N/A

Item 7: Geographical information about purchasers

Complete the following table for each Canadian and foreign jurisdiction where purchasers of the securities reside. Do not include in this table information about securities issued as payment of commissions or finder’s fees disclosed under item 9 of this report. The information provided in this table must reconcile with the information provided in item 8 and Schedule I and II.

Each Canadian and foreign jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$) ¹	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
British Columbia	29	\$0.08	\$538,360.00
Alberta	3	\$0.08	\$228,000.00
Liechtenstein	1	\$0.08	\$4,000.00
Seychelles	1	\$0.08	\$12,000.00
England	1	\$0.08	\$8,000.00
Total number of Purchasers	35		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$790,360.00

Note 1: If securities are issued at different prices list the highest and lowest price the securities were sold for.

Item 8: Information about purchasers

1. Instructions

A. If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, do not complete this table.

B. Information about the purchasers of securities under the distribution is required to be disclosed in different tables in this report. Complete

- the following table for each purchaser that is not an individual, and
- the tables in Schedules I and II of this report for each purchaser who is an individual.

Do not include in the tables information about securities issued as payment of commissions or finder's fees disclosed under item 9 of this report.

C. An issuer or underwriter completing this table in connection with a distribution using the exemption in subparagraph 6.1(1)(j) [*TSX Venture Exchange offering*] of National Instrument 45-106 *Prospectus and Registrations* may choose to replace the information in the first column with the total number of purchasers, whether individuals or not, by jurisdiction. If the issuer or underwriter chooses to do so, then the issuer or underwriter is not required to complete the second column or the tables in Schedule I and II.

Information about non-individual purchasers					
Full name and address of purchaser and name and telephone number of contact person	Indicate if purchaser is an insider (I) of the issuer or a registrant (R)	Number and type of securities purchased	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
Cannon Bridge Capital 789 Pender Street Vancouver, BC V6C 1H2 Michael Townsend 604-760-0133	(R)	100,000 Units	\$8,000.00	s.2.3 of NI 45-106	2013-09-04
Mario Franko Investments Ltd. 2636 Bellevue Avenue West Vancouver, BC V7W 3E2 Mario Felicella 604-649-7125	(R)	100,000 Units	\$8,000.00	s.2.3 of NI 45-106	2013-09-04
Cervaro Investment Ltd. 885 Everett Crescent Burnaby, BC V5A 2N3 Dennis Cappellini 604-291-9296	(R)	200,000 Units	\$16,000.00	s.2.3 of NI 45-106	2013-09-04

Millerd Holdings Ltd. 833 West 3 rd St North Vancouver, BC V7P 3K7 Don Millerd 604 904-7833	(R)	864,500 Units	\$69,160.00	s.2.3 of NI 45-106	2013-09-04
Batell Investments Ltd. 3999 40 th Street Delta, BC V4K 3N2 David Elliot 604-946-6392	(R)	175,000 Units	\$14,000.00	s.2.3 of NI 45-106	2013-09-04
JAG HOLDINGS LTD. 2301-837 West Hastings St. Vancouver, BC V6C 3N7 John Greig 604-895-7420	(R)	753,500 Units	\$60,280.00	s.2.3 of NI 45-106	2013-09-04
Gold Equity Holdings Limited Herrengasse 2 PO Box 562 FL-9490 Vaduz Liechtenstein Buerer Margrith 4232375009	(R)	50,000 Units	\$4,000.00	Foreign Accredited Investor BCI 72-503	2013-09-04
691487 Alberta Inc. 140 Tuscany Ravine Terrace NW Calgary, AB T3L 2S7 David Rankin 403-547-9647	(R)	50,000 Units	\$4,000.00	s.2.3 of NI 45-106	2013-09-04
Platoro Investments Limited 303 AARTI Chambers Mont Fleuri PO Box 983 Victoria Mahe, Seychelles Benjamin Lee 011-44-7504-243451	(R)	150,000 Units	\$12,000.00	Foreign Accredited Investor BCI 72-503	2013-09-04
Sotet Capital Ltd. 21985 86A Ave Fort Langley, BC V1M 3S7 Stephen Stanley 604-684-6707	(R)	150,000 Units	\$12,000.00	s.2.3 of NI 45-106	2013-09-04

Commissions and finder's fees

Instructions

A. Complete the following table by providing information for each person who has received or will receive compensation in connection with the distribution(s). Compensation includes

commissions, discounts or other fees or payments of a similar nature. Do not include information about payments for services incidental to the distribution, such as clerical, printing, legal or accounting services.

B. If the securities being issued as compensation are or include convertible securities, such as warrants or options, please add a footnote describing the terms of the convertible securities, including the term and exercise price. Do not include the exercise price of any convertible security in the total dollar value of the compensation unless the securities have been converted.

Full name and address of the person being compensated	Indicate if the person being compensated is an insider (I) of the issuer or a registrant (R)	Compensation paid or to be paid (cash and/or securities)				
		Cash (Canadian \$)	Securities			Total dollar value of compensation (Canadian \$)
			Number and type of securities issued	Price per security (Canadian \$)	Exemption relied on and date of distribution (yyyy-mm-dd)	
Canaccord Genuity Corp. 2200-609 Granville Street Vancouver, BC V7Y 1H2	(R)	\$8,000	100,000 Broker Warrants exercisable at \$0.10 per share for a period of 18 months	\$0.10	s.2.3 of NI 45-106 2013-09-04	\$18,000.00
Haywood Securities Inc. Suite 700, 200 Burrard Street Vancouver, BC V6C 3L6	(R)	\$39,229	490,360 Broker Warrants exercisable at \$0.10 per share for a period of 18 months	\$0.10	s.2.3 of NI 45-106 2013-09-04	\$88,265.00

Certificate

On behalf of the issuer, I certify that the statements made in this report are true.

Date: September 12, 2013

Graphite One Resources Inc.

Name of issuer (please print)

Dale Hansen, Chief Financial Officer 403-455-5641

Print name, title and telephone number of person signing

"Dale Hansen"

Signature

Instruction

The person certifying this report must complete the information in the square brackets by deleting the inapplicable word. For electronic filings, substitute a typewritten signature for a manual signature.

Item 10: Contact information

Item 11: State the name, title and telephone number of the person who may be contacted with respect to any questions regarding the contents of this report, if different than the person signing the certificate.

N/A

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT.

Notice - Collection and use of personal information

The British Columbia Securities Commission collects and uses the personal information required to be included in this report for the administration and enforcement of the *Securities Act*. If you have any questions about the collection and use of this information, contact the British Columbia Securities Commission at the following address:

British Columbia Securities Commission

P.O. Box 10142, Pacific Centre

701 West Georgia Street

Vancouver, British Columbia V7Y 1L2

Telephone: (604) 899-6500

Toll free across Canada: 1-800-373-6393

Facsimile: (604) 899-6581