

**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](mailto:info@GraphiteOneResources.com)  
Website: [www.graphiteonerresources.com](http://www.graphiteonerresources.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

<b>Information about insider and promoters</b>			
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 29, 2014

**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

22,686,925 Units (“**Units**”) whereby each Unit is comprised of one common share and one full common share purchase warrant exercisable at a price of \$0.20 per share on or before the second anniversary of the date of issuance, and thereafter, at a price of \$0.25 per Common Share on or before the fourth anniversary of the date of issuance.

- (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 \$) <sup>1</sup>	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
British Columbia	78	\$0.13	\$1,427,354.91
Alberta	23	\$0.13	\$382,720.00
Saskatchewan	6	\$0.13	\$75,400.00
Manitoba	1	\$0.13	\$6,500.00
Ontario	1	\$0.13	\$19,500.00
Quebec	1	\$0.13	\$20,800.00
United States	9	\$0.13	\$626,025.41
United Kingdom	2	\$0.13	\$117,000.00
Germany	1	\$0.13	\$104,000.00
Australia	2	\$0.13	\$39,000.00
Paraguay	1	\$0.13	\$30,000.00
Marshall Islands	2	\$0.13	\$74,999.86
Thailand	1	\$0.13	\$26,000.00
<b>Total number of Purchasers</b>	<b>128</b>		
<b>Total dollar value of distribution in all jurisdictions (Canadian \$)</b>			<b>\$2,949,300.18</b>

**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)
<b>Golden Capital Consulting</b> Trust Company Complex Majuro, Ajectake Islands MH9696 Contact: Juozas Papartis Tel: 0097125554123	N/A	192,307 Units	\$24,999.91	Foreign Accredited Investor BCI 72-503	2014-09-29
<b>P.J.K &amp; Associates Inc.</b> #514, 4028 Knight Street Vancouver, BC V5N 5Y8 Contact: Panagiotis J. Kletas Tel: 604-874-7915	N/A	115,385 Units	\$15,000.00	s.2.3 of NI 45-106	2014-09-29
<b>2379388 Ontario Ltd.</b> B Block Berwick House 8-10 Knoll Rise Orpington Kent, UK BR6 0ER	N/A	200,000 Units	\$26,000.00	Foreign Accredited Investor BCI 72-503	2014-09-29
<b>Orca Capital GMBH</b> Sperling 2	N/A	800,000 Units	\$104,000.00	Foreign Accredited	2014-09-29

Hettenhausen, 85276 Germany				Investor BCI 72-503	
<b>Darringer Enterprises Ltd.</b> 720-903 8 Ave SW Calgary, AB T2P 0P7 Contact: Jeffrey Scott Tel: 403-232-6252	N/A	250,000 Units	\$32,500.00	s.2.3 of NI 45- 106	2014-09-29
<b>Ganbaru Pty A/C The Parrish Superannuation Fund</b> PO Box 192 Eagle Hill, Queensland 4870, Australia Contact: Frederick George Parrish Tel: 61 740447888	N/A	200,000 Units	\$26,000.00	Foreign Accredited Investor BCI 72-503	2014-09-29
<b>Matthew Parrish Pty Ltd. ATF Parrish Family Trust</b> PO Box 192 Edge Hill, Queensland 4870, Australia Contact: Matthew Parrish Tel: 61 740447888	N/A	100,000 Units	\$13,000.00	Foreign Accredited Investor BCI 72-503	2014-09-29
<b>Alcaron Capital Corp.</b> 6015 Alma Street Vancouver, BC V6N 1Y3 Contact: Alison Sedun Tel: 604-266-0081	N/A	400,000 Units	\$52,000.00	s.2.3 of NI 45- 106	2014-09-29
<b>1368901 Alberta Ltd.</b> RR2 Blackie, AB T0L 0J0 Contact: Allan Spangler Tel: 403-684-3647	N/A	50,000 Units	\$6,500.00	s.2.3 of NI 45- 106	2014-09-29
<b>Violetta Holdings Ltd.</b> 5550 Laburnum Street Vancouver, BC V6M 3S8 Contact: David Malm Tel: 604-261-5355	N/A	100,000 Units	\$13,000.00	s.2.3 of NI 45- 106	2014-09-29
<b>49 North Resources Inc.</b> 224 4 <sup>th</sup> Avenue S, #602 Saskatoon, SK S7K 5M5 Contact: Tom MacNeill Tel: 306-653-2692	N/A	100,000 Units	\$13,000.00	s.2.3 of NI 45- 106	2014-09-29
<b>Concept Capital Management Ltd</b> ATN : TRUST CO. OF MARSHALL ISL Trust Company Complex Ajeltake Rd, Ajeltake Islands Majuro, Marshall Islands, MH 9690 Contact: Bernd Hogel Tel: 491742062678	N/A	384,615 Units	\$49,999.95	Foreign Accredited Investor BCI 72-503	2014-09-29
<b>Mario Franko Investments Ltd</b> 2636 Bellevue Ave	N/A	150,000 Units	\$19,500.00	s.2.3 of NI 45-	2014-09-29

West Vancouver, BC V7V 1E4 Contact: Mario Felicella Tel: 604-925-6724				106	
<b>Cervaro Investment Ltd.</b> 885 Everett Cres Burnaby, BC V5A 2N3 Contact: Dennis Cappellini Tel: 604-291-9296	N/A	100,000 Units	\$13,000.00	s.2.3 of NI 45-106	2014-09-29
<b>FAF Consulting Ltd.</b> 49 Discovery Ridge Calgary, AB T3H 5T1 Contact: Franco Felicella Tel: 403-283-1745	N/A	100,000 Units	\$13,000.00	s.2.3 of NI 45-106	2014-09-29
<b>Insulation Police Corp</b> 13915 – 122 Ave NW Edmonton, AB T5L 2W2 Contact: Greg Chacalais Tel: 780-777-8747	N/A	50,000 Units	\$6,500.00	s.2.3 of NI 45-106	2014-09-29
<b>Natgar Capital Corp.</b> 1600-609 Granville Street PO Box 10068, Pacific Centre Vancouver, BC V7Y 1C3 Contact : Jeff Durno Tel : 604-669-1322	N/A	120,000 Units	\$15,600.00	s.2.3 of NI 45-106	2014-09-29
<b>1347964 Alberta Ltd.</b> 525 East 46th Street Saskatoon, SK S7K 0W8 Contact: Jim Rhode Tel: 306-242-2611	N/A	100,000 Units	\$13,000.00	s.2.3 of NI 45-106	2014-09-29
<b>Platinum Capital Corp.</b> 3601 Mathers Ave West Vancouver, BC V7V 2K8 Contact: Jason Shull Tel: 604-921-4664	N/A	400,000 Units	\$52,000.00	s.2.3 of NI 45-106	2014-09-29
<b>Mario Franko F Investments Ltd.</b> 2636 Bellevue Ave West Vancouver, BC V7V 1E4 Contact: Mario Felicella Tel: 604-925-6724	N/A	150,000 Units	\$19,500.00	s.2.3 of NI 45-106	2014-09-29
<b>Cormorant Developments Ltd</b> 11681 Hyland Dr Delta, BC V4E 2Z9 Contact: Allan Holme Tel: 604-603-1081	N/A	100,000 Units	\$13,000.00	s.2.3 of NI 45-106	2014-09-29
<b>Westwood Ventures Inc.</b> 1225 Kingsway Ave, Suite 1105	N/A	150,000 Units	\$19,500.00	s.2.3 of NI 45-106	2014-09-29

Port Coquitlam, BC V3C 1S2 Contact: Paul Sexton Tel: 604-825-4257					
<b>ATO Trading LLC</b> 1660 N. LaSalle St, #1607 Chicago, IL 60614, USA Contact: Andrew Owens Tel: 312-350-4783	N/A	842,622 Units	\$109,540.83	Foreign Accredited Investor BCI 72-503	2014-09-29
<b>CG Trading LLC</b> 916 W Carmen Chicago, IL 60640, USA Contact: Darryl Kahn Tel: 312-675-1382	N/A	411,808 Units	\$53,535.00	Foreign Accredited Investor BCI 72-503	2014-09-29
<b>TOTAL</b>		<b>5,566,737</b>	<b>\$723,675.69</b>		



## 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)	
Haywood Securities Inc. 700 – 200 Burrard Street Vancouver, BC V6C 2V6	(R)	\$64,656.40	494,280 Broker Warrants exercisable at \$0.20 per share for a period of 24 months and thereafter \$0.25 per share for a period of 48 months	\$0.13	s.2.3 of NI 45-106 2014-09-29	\$64,656.40
PI Financial Corp. 1900-666 Burrard Street Vancouver, BC V6C 3N1	(R)	\$19,760.00	152,000 Broker Warrants exercisable at \$0.20 per share for a period of 24 months and thereafter \$0.25 per share for a period of 48 months	N/A	s.2.3 of NI 45-106 2014-09-29	\$19,760.00
Canaccord Genuity Corp. 2200-609 Granville Street Vancouver, BC V7Y 1H2	(R)	\$47,836.00	367,200 Broker Warrants exercisable at \$0.20 per share for a period of 24 months and thereafter \$0.25 per share for a period of 48 months	\$0.13	s.2.3 of NI 45-106 2014-09-29	\$47,836.00

Dundee Capital Markets Four Bentall Centre, 1055 Dunsmuir St, Suite 3424 Vancouver, BC V7X 1K8	(R)	\$11,845.60	91,120 Broker Warrants exercisable at \$0.20 per share for a period of 24 months and thereafter \$0.25 per share for a period of 48 months	\$0.13	s.2.3 of NI 45-106 2014-09-29	\$11,845.60
Mackie Research Capital Corporation 199 Bay Street, Commerce Court West Toronto, ON M5L 1G2	(R)	\$21,008.00	173,600 Broker Warrants exercisable at \$0.20 per share for a period of 24 months and thereafter \$0.25 per share for a period of 48 months	\$0.13	s.2.3 of NI 45-106 2014-09-29	\$21,008.00
Global Securities Corporation Three Bentall Centre, #1100-595 Burrard St Vancouver, BC V7X 1C4	(R)	\$12,168.00	12,000 Broker Warrants exercisable at \$0.20 per share for a period of 24 months and thereafter \$0.25 per share for a period of 48 months	\$0.13	s.2.3 of NI 45-106 2014-09-29	\$12,168.00

## Certificate

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

Date: October 8<sup>th</sup>, 2014

Graphite One Resources Inc.

Name of issuer (please print)

Anthony Huston, President & Director, 604-889-4251

Print name, title and telephone number of person signing

"Anthony Huston"

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