

**QUALIFICATION CERTIFICATE
PURSUANT TO NATIONAL INSTRUMENT 44-101**

TO: British Columbia Securities Commission
Ontario Securities Commission
Alberta Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan

RE: **Graphene Manufacturing Group Ltd.**
Offering under Preliminary Short Form Prospectus dated August 11, 2021

The undersigned, being one of the executive officers of Graphene Manufacturing Group Ltd. (the "**Company**"), hereby certifies on behalf of the Company, pursuant to Section 4.1(1)(a)(ii) of National Instrument 44-101 *Short Form Prospectus Distributions* ("**NI 44-101**"), that as at the date of this certificate:

- (i) the Company is relying on Sections 2.2 and 2.7 of the NI 44-101 in order to be qualified to file a prospectus in the form of a short form prospectus;
- (ii) all of the qualification criteria set forth in Section 2.2 of the NI 44-101 have been satisfied except that the Company has not filed a "current AIF" (as that term is defined in NI 44-101) as required by Section 2.2(d)(ii) and is instead relying on the exemption to file a "current AIF" available pursuant to Section 2.7(1.1); and
- (iii) all of the material incorporated by reference in the preliminary short form prospectus and not previously filed is being filed with the preliminary short form prospectus.

DATED: August 11, 2021.

GRAPHENE MANUFACTURING GROUP LTD.

"Christopher Ohlrich"

Christopher Ohlrich
Chief Financial Officer