

## OTCQB Certification

I, Craig Scherba, President & CEO of [Energizer Resources Inc.] ("the Company"), certify that:

- a. The Company is registered or required to file periodic reporting with the SEC or is exempt from SEC registration as indicated below (check one):
- Company is registered under Section 12(g) of the Exchange Act
  - Company is relying on Exchange Act Rule 12g3-2(b)
  - Company is a bank that reports to a Bank Regulator under Section 12(i) of the Exchange Act
  - Company is a bank that is non-SEC reporting but is current in its reporting to a Banking Regulator
  - Company is reporting under Section 15(d) of the Exchange Act.
  - Other (describe) \_\_\_\_\_

b. The Company is current in its reporting obligations as of the most recent fiscal year end and any subsequent quarters, and such information has been posted either on the SEC's EDGAR system or the OTC Disclosure & News Service, as applicable.

c. The Company Profile displayed on www.otcmarkets.com is current and complete as of September 30, 2015 and includes the total shares outstanding, authorized, and in the public float as of that date.

d. The following is a complete list of attorney(s) and law firm(s) who advised or assisted in the preparation of the Company's most recent annual report, including in-house counsel: (If no attorney assisted in putting together the disclosure, indicate the person or persons who prepared the disclosure and their relationship to the company.)

Chad Accursi, Cassels Brock & Blackwell LLP  
Kimberley Anderson, Dorsey & Whitney LLP

e. The following is a complete list of third party providers, including names and addresses, engaged by the Company, its officers, directors or controlling shareholders, during the period from the Company's prior fiscal year end to the date of this OTCQB Certification, to provide investor relations services, public relations services, or other related services to the Company including promotion of the Company or its securities:

n/a

f. Listed below are the names, legal addresses and % of shares owned by all Officers, Directors and Control Persons (control persons are beneficial owners of more than five percent (5%) of any class of the issuer's equity securities). If any of the beneficial shareholders are corporate shareholders, the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders must also be included.

Name	Address (City and State only)	% Shares Owned
See separately attached schedule		

Date: October 6, 2015

Name of Certifying CEO or CFO: Craig Scherba, P.Geo.

# OTC Markets

Title: President & CEO

Signature:

  
CRAIG SCHERBA

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

**ITEM 12. – SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

**Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters**

The following table sets forth certain information regarding beneficial ownership of our common shares as of September 18, 2015, by: (i) each person who is known by the Company to own beneficially more than 5% of our common shares; (ii) each director of the Company; (iii) each of the Named Executive Officers; and (iv) all directors and executive officers of the Company as a group. The number and percentage of shares beneficially owned is determined in accordance with Rule 13d-3 under the Exchange Act, and the information is not necessarily indicative of beneficial ownership for any other purpose. The Company believes that each individual or entity named has sole investment and voting power with respect to the securities indicated as beneficially owned by them, subject to community property laws, where applicable, except where otherwise noted. The “Number of Common Shares Beneficially Owned” in calculated based on total shares held plus warrants held (plus stock options entitled to exercise). The aggregate of these items, which totals 412,247,343, will be used as the denominator for the percentage calculation below.

<b>Name and Address of Beneficial Owner</b>	<b>Number of Common Shares Beneficially Owned</b>	<b>Percentage of Outstanding Common Shares Beneficially Owned <sup>(1)</sup></b>
V. Peter Harder, Chairman of the Board, Director 5538 Pattapiece Crescent, Manotick, Ontario, Canada <sup>(2) (15)</sup>	2,150,000	0.5%
John Sanderson, Vice-Chairman of the Board & Director 1721 – 27 <sup>th</sup> Street, West Vancouver, BC, Canada <sup>(3) (14) (15)</sup>	1,700,000	0.4%
Craig Scherba,** President, Chief Executive Officer & Director 1480 Willowdown Road, Oakville, Ontario, Canada <sup>(4) (13) (15)</sup>	3,900,000	0.9%
Robin Borley,*** SVP Mine Development & Director Waterfall Country Estate, Gauteng, South Africa <sup>(5) (13) (15)</sup>	850,000	0.2%
Peter Liabotis, Chief Financial Officer & SVP 2261 Rockingham Drive, Oakville, Ontario, Canada <sup>(6) (13) (15)</sup>	3,731,000	0.9%
Quentin Yarie, Director 196 McAllister Road, North York, Ontario <sup>(7) (15)</sup>	3,100,000	0.8%
Albert A. Thiess, Jr., Director 8 Lawson’s Pond Court, Bluffton, SC, USA <sup>(8) (14) (15)</sup>	725,000	0.2%
Brent Nykoliati, SVP Corporate Development 161 Fallingbrook Road, Toronto, Ontario, Canada <sup>(9) (13) (15)</sup>	4,675,000	1.1%
Dean Comand, Director 131 Garden Avenue, Ancaster, Ontario, Canada <sup>(10) (14) (15)</sup>	\$400,000	0.1%
Dalton Larson, Director 3629 Canterbury Drive, Surrey, BC, Canada <sup>(11) (15)</sup>	1,300,000	0.3%
Richard Schler* and **, Former CEO & Former Director 80 Greybeaver Trail, Toronto, Ontario, Canada <sup>(12) (15)</sup>	10,560,000	2.6%
<b>All directors and executive officers as a group (11 persons)</b>	<b>33,091,000</b>	<b>8.0%</b>

Sources – www.sedi.ca, U.S. regulatory filings, internal schedules and the Company’s registered shareholder list.

\* Mr. Schler was appointed Chief Executive Officer on September 19, 2013.

\*\* After year end, on July 30, 2015, Mr. Scherba became the Chief Executive Officer, replacing Mr. Schler who has resigned as an officer and director of the Company.

\*\*\* Mr. Borley was appointed Senior Vice President of Mine Development and a Director on December 1, 2013.

**Notes:**

- (1) Denominator used for calculation is 412,247,343 as of September 18, 2015. Based on total issued and outstanding common shares of 329,935,670 plus common share purchase warrants outstanding of 48,496,673 plus common stock purchase options outstanding of 33,815,000.
- (2) Total includes 350,000 common shares and 1,775,000 common stock purchase options exercisable between \$0.11 and \$0.30 per share with expiry dates between July 1, 2016 and February 26, 2020.
- (3) Total includes 250,000 common shares and 1,450,000 common stock purchase options exercisable between \$0.11 and \$0.30 per share with expiry dates between July 1, 2016 and February 26, 2020.
- (4) Total includes 600,000 common shares and 3,300,000 common stock purchase options exercisable between \$0.11 and \$0.30 per share with expiry dates between July 1, 2016 and February 26, 2020.
- (5) Total includes 850,000 common stock purchase options exercisable between \$0.21 and \$0.28 per share with expiry dates between March 7, 2017 and February 26, 2020.
- (6) Total includes 731,000 common shares and 3,000,000 common stock purchase options exercisable between \$0.11 and \$0.30 per share with expiry dates between July 1, 2016 and February 26, 2020.
- (7) Total includes 825,000 common shares, and 2,275,000 common stock purchase options exercisable between \$0.11 and \$0.30 per share with expiry dates between July 1, 2016 and February 26, 2020.
- (8) Total includes 100,000 common shares and 625,000 common stock purchase options exercisable between \$0.11 and \$0.23 per share with expiry dates between May 23, 2017 and February 26, 2020.
- (9) Total includes 1,275,000 common shares and 3,400,000 common stock purchase options exercisable between \$0.11 and \$0.395 per share with expiry dates between July 1, 2016 and February 26, 2020.
- (10) Total includes 400,000 common stock purchase options exercisable at \$0.20 with an expiry date of February 26, 2020.
- (11) Total includes 1,000,000 common shares, 100,000 common share purchase warrants exercisable at \$0.15 per share with an expiry date of January 31, 2017 and 200,000 common stock purchase options exercisable at \$0.20 with an expiry date of February 26, 2020.
- (12) Total include items held by "Sarmat Resources Inc.", a related company, plus certain family members holdings. Includes 4,460,000 common shares and 6,100,000 common stock purchase options exercisable between \$0.11 and \$0.30 per share with expiry dates between July 1, 2016 and February 26, 2020.
- (13) Members of the management team as of September 18, 2015.
- (14) Members of the Audit Committee.
- (15) Parties whose shareholdings are a part of the total of "All directors and executive officers as a group (11 persons)".

**Changes in Control**

We are not aware of any arrangements that may result in a change in control of the Company.

**ITEM 13. - CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE**

Except as noted under the section entitled "Executive Compensation" and below, none of the following parties, has any material interest, direct or indirect, in any transaction with us or in any presently proposed transaction with us that has or will materially affect us: (1) any of our directors or officers; (2) any person proposed as a nominee for election as a director; (3) any person who beneficially owns, directly or indirectly, shares carrying more than 10% of the voting rights attached to our outstanding shares of common stock; (4) any of our promoters; and (5) any relative or spouse of any of the foregoing persons who has the same house as such person.

Parties are related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making operating and financial decisions. Parties are also related if they are subject to common control or common significant influence. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties. Related party transactions that are in the normal course of business and have commercial substance are measured at the exchange amount. The following directors were independent under the independence standards of both the Toronto Stock Exchange and the NYSE Amex during the past fiscal year: Albert A. Thiess, Jr. (Chair), John Sanderson and Dean Comand.

The following are the related party transactions of our Company for the year ended June 30, 2015:

- a) The Company incurred a total of \$98,595 (June 30, 2014: \$112,200) in office administration and rent expense from a public company related by common management, Red Pine Exploration Inc (TSX.V: "RPX"). (Source: [www.sedi.ca](http://www.sedi.ca) as of September 18, 2015).

Name	Title at Energizer	Title at Red Pine	Shares Held in RPX	% Ownership of RPX
Richard Schler	Former CEO and Former Director	Former CEO and Former Director	1,458,200	2.1%
Craig Scherba	Director, CEO & President	SVP - Chief Geologist	318,000	0.7%
Peter Liabotis	CFO	CFO	454,000	0.5%
Brent Nykoliation	Senior VP	Director	374,190	0.7%
<b>Total</b>			<b>2,604,390</b>	<b>3.8%</b>