

## OTCQB Certification

I, Marc Johnson, Chief Financial Officer of Energizer ("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 (mark the box below that applies with an "X"):

- ☒ 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](http://www.otcmarkets.com) is current and complete as of September 29, 2016 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.)

Jill Arlene Robbins, P.A.

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 Attached Schedule		

Date: September 29, 2016

Name of Certifying CEO or CFO: Marc Johnson

Title: CFO

Signature: /s/ Marc Johnson

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

## ITEM 12. – 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 28, 2016, by: (i) each person who is known by the Company to own beneficially more than 5% of our common shares; (ii) each current director of the Company; (iii) each current Named Executive Officers; and (iv) all directors and Named 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. These rules generally attribute beneficial ownership of securities to persons who possess sole or shared voting power or investment power with respect to those securities and include ordinary shares issuable upon the exercise of stock options that are immediately exercisable or exercisable within 60 days. Except as otherwise indicated, all persons listed below have sole voting and investment power with respect to the shares beneficially owned by them, subject to applicable community property laws. 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” is the sum of common shares outstanding (460,995,711) plus common share purchase warrants (65,242,431) plus common stock purchase options entitled to exercise (37,015,000). The aggregate is 563,253,142 and is used as the denominator for the percentage calculation below.

Name, Principal Position and Address	Common Shares Owned (#)	Common Share Purchase Warrants (#)	Common Share Stock Purchase Options (#)	Number of Common Shares Beneficially Owned (#)	Percentage of Common Shares Beneficially Owned (%)
Goodman & Company, Investment Counsel Inc., <sup>(4)</sup> 2100-1 Adelaide Street East, Ontario, Canada	89,231,000	0	0	89,231,000	15.8%
VR Capital Group Ltd., Dubai International Financial Centre, Gate Village 4, Suite 402, Dubai, UAE	40,509,520	1,667,000 <sup>(1)</sup>	0	42,176,520	7.5%
JP Morgan & Co., <sup>(5)</sup> 270 Park Avenue, New York, NY 10017	25,178,410	0	0	25,178,410	4.5%
Craig Scherba, CEO, President & Director 1480 Willowdown Road, Oakville, ON, Canada	0	0	4,250,000	4,250,000	0.7%
Marc Johnson, CFO 59 East Liberty Street, Toronto, ON, Canada	0	0	750,000	750,000	0.1%
Brent Nykolation, SVP Corporate Development 161 Fallingbrook Road, Toronto, ON, Canada	0	0	4,150,000	4,150,000	0.7%
John Sanderson, Chairman of the Board & Director 1721-27 <sup>th</sup> Street, West Vancouver, BC, Canada	0	0	2,300,000	2,300,000	0.4%
Robin Borley, SVP Mine Development & Director Waterfall Country Estate, Gauteng, South Africa	0	2,787,857 <sup>(2)</sup>	1,600,000	4,387,857	0.8%
Quentin Yarie, Director 196 McAllister Road, North York, ON, Canada	0	0	3,025,000	3,025,000	0.5%
Albert A. Thiess, Jr., Director 8 Lawson’s Pond Court, Bluffton, SC, USA	70,000	0	1,375,000	1,445,000	0.2%
Dean Comand, Director 131 Garden Avenue, Ancaster, ON, Canada	0	0	1,150,000	1,150,000	0.2%
Dalton Larson, Director 3629 Canterbury Drive, Surrey, BC, Canada	0	100,000 <sup>(3)</sup>	950,000	1,050,000	0.2%
All Directors and Named Executive Officers as a group	70,000	2,887,857	19,550,000	22,507,857	4.0%

(1) These warrants expire May 4, 2018 and have an exercise price of \$0.14.

(2) These warrants expire April 11, 2018 and have an exercise price of \$0.11.

(3) These warrants expire January 31, 2017 and have an exercise price of \$0.18.

(4) The control person is Brett Whalen, Vice President and Portfolio Manager.

(5) The control person is Neil Gregson, Portfolio Manager, Natural Resources Fund, J.P. Morgan Asset Management.