

**GRAPHITE ONE INC.**

**Management's Discussion and Analysis**

**September 30, 2021**

Graphite One 

## **GRAPHITE ONE INC.**

### **Management's Discussion and Analysis**

#### **For the Three-and Nine-Month Periods ended September 30, 2021 and 2020**

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The following Management's Discussion and Analysis ("MD&A"), prepared as of November 1, 2021, should be read together with the condensed consolidated interim financial statements of Graphite One Inc. ("Graphite One" or the "Company") for the three and nine-month periods ended September 30, 2021 and September 30, 2020, and related notes thereto, which are prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IFRS") as applicable to interim financial reporting. The reader should be aware that historical results are not necessarily indicative of future performance.

All monetary amounts are in United States dollars unless otherwise noted.

#### **Forward Looking Statements**

Forward-looking statements look into the future and provide an opinion as to the effect of certain events and trends on the business. Certain statements contained in this MD&A constitute forward-looking statements. The use of any words such as "anticipate", "continue", "estimate", "expect", "may", "will", "project", "should", "believe" and similar expressions are intended to identify forward-looking statements. These forward-looking statements are based on current expectations and various estimates, factors and assumptions and involve known and unknown risks, uncertainties and other factors. Examples of where the company uses forward looking statements include when discussing exploration plans, operational plans and future expenditure expectations.

It is important to note that:

- Unless otherwise indicated, forward-looking statements in this MD&A describe the Company's expectations as of November 1, 2021.
- Readers are cautioned not to place undue reliance on these statements as the Company's actual results, performance or achievements may differ materially from any future results, performance or achievements expressed or implied by such forward-looking statements if known or unknown risks, uncertainties or other factors affect the Company's business, or if the Company's estimates or assumptions prove inaccurate. Therefore, the Company cannot provide any assurance that forward-looking statements will materialize.
- The Company assumes no obligation to update or revise any forward-looking statement, whether as a result of new information, future events or any other reason except as required by law.

The mineral resource estimates reported in this MD&A were prepared in accordance with Canadian National Instrument 43-101 Standards of Disclosure for Mineral Projects ("NI 43-101"), as required by Canadian securities regulatory authorities. For United States reporting purposes, the United States Securities and Exchange Commission ("SEC") applies different standards in the classification of mineralization. In particular, while the terms "measured," "indicated" and "inferred" mineral resources are required pursuant to NI 43-101, the SEC does not recognize such terms. Canadian standards differ significantly from the requirements of the SEC. Investors are cautioned not to assume that any part or all of the mineral deposits in these categories constitute or will ever be converted into reserves. In addition, "inferred" mineral resources have a great amount of uncertainty as to their existence and great uncertainty as to their economic and legal feasibility. It cannot be assumed that all or any part of an inferred mineral resource will ever be upgraded to a higher category. Under Canadian securities laws, issuers must not make any disclosure of results of an economic analysis that includes inferred mineral

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resources, except in rare cases. Inferred mineral resources may be included in the results of a preliminary economic assessment.

For a description of material factors that could cause the Company's actual results to differ materially from the forward-looking statements in this MD&A, please see "Mining Risks" and "Business Risks".

#### **Nature of Operations**

Graphite One was incorporated in Alberta and commenced operations on March 16, 2006 under the name Cedar Mountain Exploration Inc. and on October 29, 2007 began trading on the TSX-Venture Exchange under the symbol CED. On March 23, 2012, the Company changed its name to Graphite One Resources Inc. and adopted the symbol GPH on the TSX-Venture Exchange effective March 27, 2012. On June 11, 2012 the Company began trading in the over-the-counter market in the United States on the OTCQX under the symbol GPHOF. The Company was continued into British Columbia on September 12, 2014. Due to changes in the listing requirements of the OTCQX, the Company began trading on the OTCQB on April 1, 2017. In May 2021, the Company's application to move back to the OTCQX was accepted by the OTC. On February 27, 2019 the Company changed its name to Graphite One Inc. Graphite One is the parent company of the consolidated group.

Graphite One is evaluating its graphite materials supply chain project with the objective of becoming an American producer of advanced graphite products that is integrated with a domestic graphite resource. Proposed is a vertically integrated enterprise to mine, process and manufacture high grade Coated Spherical Graphite ("CSG"), primarily for the lithium-ion electric vehicle battery and energy storage systems markets, with significant additional production of a range of value-added graphite products. Graphite mineralization mined from the Company's Graphite Creek Property (the "Property") would be processed into concentrate at the Property situated on the Seward Peninsula about 60 kilometers north of Nome, Alaska. CSG and other value-added graphite products would be manufactured from this concentrate at the Company's proposed graphite product manufacturing facility, the location of which is being studied (collectively, the "Project").

The recoverability of the invested amounts shown for the exploration and evaluation property is dependent upon the existence of economically recoverable reserves, maintaining title and beneficial interest in the Property, obtaining the necessary financing and approvals to complete development and, ultimately, either generating sufficient profits from future production or sufficient proceeds from the disposition of the exploration and evaluation property.

In July 2017, the Company released the results of its Preliminary Economic Assessment ("PEA"). The PEA positively assessed the potential economic viability of the Project and recommended the Company proceed with the Project's Preliminary Feasibility Study ("PFS") (See the "Preliminary Economic Assessment" section herein for details). The Company began the PFS in 2019 and work continues with final results expected in Q4 2021. A production decision on the Project would be made once a positive feasibility study is completed.

#### **Exploration and Evaluation Property**

##### **Graphite Creek Property Summary**

The Property is located on the Seward Peninsula of Alaska about 60 kilometers ("km") north of the deep seaport at Nome and is situated about 20 km from a seasonal road and 4 km from tidewater.

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The Property consists of 176 mining claims covering 9,583 hectares (23,680 acres). These claims include 135 State of Alaska full quarter section MTRSC mining claims ("State Claims") and 41 state selected full quarter section MTRSC mining claims ("SS Claims"), all owned or controlled by Graphite One (Alaska) Inc. Included in the 135 State Claims are 13 state claims owned by Kougarok, LLC and leased to, and controlled by, Graphite One (Alaska) Inc.

The Company maintains its 135 State Claims by either annually performing the required assessment work on the State Claims or making cash payments to the State in-lieu of the actual performance of work. Also required is the timely recording of Affidavits of Annual Labor attesting to either the performance of the required assessment work or the payment of cash in-lieu of that work. Annual rental payments to the State for the State Claims are also required by State law.

SS Claims are located on lands owned by the United States that have been selected by, but not yet conveyed to, the State of Alaska. No annual labor or rental obligations apply to SS Claims. Upon conveyance to the State, SS Claims are converted to State claims and annual labor and annual rental obligations then apply.

#### **Graphite Creek Lease Agreement and Net Smelter Royalty Agreements**

Effective January 1, 2014, the Company commenced a long-term lease agreement ("Lease") with Kougarok LLC ("Kougarok") with an initial term of twenty years, and with provisions to extend the lease for two successive twenty-year periods and ultimately for as long as production continues from the property. An advance royalty in the amount of \$30,000 was paid upon execution of the Lease, with annual payments of \$30,000 paid each year until January 2020. The advance royalty increased to \$40,000 January 1, 2020, and \$50,000 January 1, 2021. Each January 1<sup>st</sup> thereafter, it increases by \$10,000 until production commences. All required payments under the Lease have been made to date. The production royalties are based on annual production and calculated once production begins as follows: 5% from lands in 4 former federal claims originally located in 1943; 2.5% from lands within 20 former federal claims; 5% from lands within state claims staked by the Company within the area of interest; and 2.5% from state claims acquired by the Company within the area of interest. All advance royalties paid may be recouped from production royalties. The Company has the option to reduce the production royalties by up to 2% by paying \$2 million for each 1% reduction of the production royalties. In March 2018 and under the terms of the Lease, Kougarok completed the conversion of its 24 Federal unpatented lode mining claims to State of Alaska mining claims with the Alaska Department of Natural Resources. The Company in turn transferred to Kougarok ownership of thirteen of its Alaska state mining claims that overlapped with the lands of 4 of the former federal claims and simultaneously leased them back from Kougarok. This conversion puts the State of Alaska in the lead regulatory role which is anticipated to simplify the permitting process for the project.

On January 24, 2012, the Company purchased from a private individual (the "Seller") 28 of the State Claims for CA\$20,000 and a 2% production royalty on future production from those claims. The Company had the right to purchase the production royalty for CA\$1 million until January 24, 2015 (the "Royalty Purchase Option"). The Company and the Seller entered into extension agreements effective January 24, 2015 and again on January 24, 2017, whereby the Royalty Purchase Option may be exercised at any time on or before January 24, 2021. In October 2020, the Company exercised the Royalty Purchase Option and acquired the 2% production royalty. In settlement of this purchase, the Company issued 2,500,000 Common Shares and 2,500,000 Warrants (the "Warrants"). On March 15, 2021, the Company exercised

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its right under the terms of the Warrants and accelerated their expiry date, if not exercised, to April 29, 2021. On April 22, 2021, the Warrants were exercised.

During June 2015, the Company purchased from another private individual a second set of 28 State Claims (covering the same lands as the 28 State Claims acquired in January 2012) for \$50,000, the issuance of 3 million common shares of the Company at a fair value of CA\$270,000 and a royalty interest equal to 1% of the Net Smelter Returns received by the Company on production from the claims. The Company has the right to purchase the royalty for \$500,000 at any time within 36 months following the start of mine production.

#### **2021 Field Program and Pre-Feasibility Study**

In 2019, the Project's PFS commenced. This primarily began with a late fall drilling program comprised of 3 geotechnical core holes to collect data for mine design and engineering purposes. The PFS work to be done included geotechnical analysis for tailings management and process plant sites, access route analysis, continuation of environmental baseline surveys, design of primary and secondary treatment facilities, financial modeling and preparation of metallurgical samples for testing. Meetings with the local communities were held in 2019 to provide project updates and to learn about any concerns.

The PFS work continued in 2020 with plans to complete the resource update, open pit mine engineering and design, facilities layout and design, metallurgical testing, financial modeling, product development and final report writing. Due to the late season start to the 2019 drilling program, the completion and compilation of all drill results and geotechnical data analysis were not completed until the first quarter of 2020. This information is required for mine engineering and design. By the second quarter of 2020, work on the PFS was significantly curtailed because of impacts of COVID-19 followed by the need to efficiently utilize available funds.

With additional funding completed in February 2021, work on the PFS resumed in March 2021. Metallurgical test work was completed. Design of the mine, mine facilities and infrastructure, primary processing and infrastructure, and secondary (product) processing and infrastructure is ongoing and in the final review stage. The PFS report is progressing with release of final results expected to be in Q4 2021. Project updates to local communities and interaction with our Subsistence Advisory Council are ongoing.

The 2021 summer field program was carried out to collect information for the planned Feasibility Study ("FS"). The Field Program included infill and step out core drilling in the resource area and additional core and sonic drilling for geotechnical data collection in the proposed mill site and dry tailings/waste rock storage areas. Other work included access route engineering, surface water and groundwater hydrology studies, wetlands mapping and aquatic life surveys. A total of 2,052 meters were drilled during the 2021 program including 1,695 meters of HQ core drilling and 357 meters of sonic drilling. Results from 8-hole core holes completed in the resource area are expected to be released in Q1 2022 when data analysis is completed. Additional core drilling was completed to collect detailed geotechnical information for open pit and mill site engineering, and for groundwater investigations. The 5 sonic holes completed in the dry tailings/waste rock storage area will provide detailed geotechnical information to advance the engineering of these facilities. The drill program will generate additional information to update the resource model and provide technical data for the FS expected to be initiated in 2022. The field program began in June and was substantially completed in mid-October.

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As part of the 2021 field program, the Company implemented its Community and Workplace Protection Plan (CWPP) which details COVID-19 protocols that met all State of Alaska and City of Nome requirements for detecting and mitigating the spread of COVID-19. The CWPP defines protocols to be followed by all field program personnel to ensure appropriate measures are in place to detect and minimize the spread of COVID-19 to protect the local communities and our workforce. Appropriate COVID19 management protocols have been implemented by all field personnel to ensure the health and safety of everyone involved.

#### Overall Performance and Results of Operations

The Company has generated no operating revenue to date and relies on the issuance of common shares as well as debt to finance exploration and evaluation activities on its property, and to provide general operating working capital. The majority of the Company's expenditures relate to the acquisition, exploration and evaluation of its property which is reflected in the Company's consolidated financial statements as capitalized exploration and evaluation costs.

#### Summary of Quarterly Results

The following is a summary of selected financial data for the Company for the eight most recently completed quarters based on and derived from the unaudited consolidated financial statements of the Company.

Period ended	Sep 30 2021	Jun 30 2021	Mar 31 2021	Dec 31 2020
Net loss (\$)	721,009	680,375	2,693,293	275,977
Basic and diluted loss per common share (\$)	0.01	0.01	0.05	0.01

Period ended	Sep 30 2020	Jun 30 2020	Mar 31 2020	Dec 31 2019
Net loss (\$)	418,382	726,489	706,905	349,985
Basic and diluted loss per common share (\$)	0.01	0.02	0.02	0.01

Following are the primary factors for the changes in expenses in the comparable quarters over the last eight quarters:

- The net loss in the third quarter of 2021 is due in part to the increase in business development activities plus increased investor relations fees and business development consulting costs. In addition, there were additional cost for filing and listing fees, offset in part from interest earned and a gain on the disposal of equipment.
- The net loss in the second quarter of 2021 reflects the general increase in business development activity once funding was in place compared to the last half of 2020 whereby the Company reduced costs to conserve cash.

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- The primary increase in the net loss in the first quarter of 2021 reflects the value of share-based payments granted in the quarter, the award of bonuses and the impact of compensation increases from 2020.
- The increase in Q1 2020 was primarily due to losses on changes in foreign exchange and interest expense on the loans.
- Increase in Q2 2020 reflect the recording of compensation increases that were retroactive to January 1, 2020 the recording of performance bonuses, grant of options and loan interest expense.
- Share-based payments are reflected in the increased fourth quarter of 2019 loss.
- Interest expense in the third and fourth quarters of 2019 and the first quarter of 2020 was higher due to the loans entered into in 2019.

With additional funding completed in February 2021, work on the PFS resumed in March 2021. Execution planning for a 2021 field program including core drilling and additional field work was also resumed in Q1 2021 and a summer field program was conducted. Work on the PFS continued through Q3 2021 and the work on the 2021 field program was substantially complete by mid-October 2021.

#### Results of Operations

##### Three months ended September 30, 2021

During the three months ended September 30, 2021 (the "third quarter of 2021"), the Company incurred a net loss of \$721,009 compared to a net loss of \$418,382 during the three months ended September 30, 2020 (the "third quarter of 2020").

General and administrative expenses consist of management fees and salaries, marketing and investor relations, office and administration and professional fees.

Three months ended September 30,	2021	2020	Increase/ (decrease)
Management fees and salaries	\$ 199,157	\$ 285,822	\$ (86,665)
Marketing and investor relations	279,882	46,859	233,023
Office and administration	37,448	14,989	22,459
Professional fees	200	6,618	(6,418)
	<u>\$ 516,687</u>	<u>\$ 354,288</u>	<u>\$ 162,399</u>

- Management fees and salaries decreased in the third quarter of 2021 when compared to the third quarter of 2020 primarily due to technical consulting fees incurred in the first quarter of 2020 but not incurred in 2021.
- Marketing and investor relations costs increased in the third quarter of 2021 when compared to the third quarter of 2020 as a result of increased marketing activities that were not undertaken in the third quarter of 2020 due to the curtailment of business development activities due to the COVID-19 pandemic, plus increases in investor relations fees and business development consulting fees.

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- Office and administration costs were higher in the third quarter of 2021 compared to the third quarter of 2020 due primarily to costs of the Annual General and Special Meeting of Shareholders incurred in the third quarter of 2021 that were not incurred in the third quarter of 2020.
- Professional fees decreased in the third quarter of 2021 compared to the third quarter of 2020 primarily due to a decrease in legal work.

#### Nine months ended September 30, 2021

During the nine months ended September 30, 2021 the Company incurred a net loss of \$4,097,677 compared to a net loss of \$1,851,776 during the nine months ended September 30, 2020.

General and administrative expenses consist of management fees and salaries, marketing and investor relations, office and administration and professional fees.

Nine months ended September 30,	2021	2020	Increase/ (decrease)
Management fees and salaries	\$ 935,286	\$ 942,979	\$ (7,693)
Marketing and investor relations	501,051	128,672	372,379
Office and administration	164,747	55,013	109,734
Professional fees	39,238	31,250	7,988
	<u>\$ 1,640,322</u>	<u>\$ 1,157,914</u>	<u>\$ 482,408</u>

- Management fees and salaries decreased nominally in the nine months ended September 30, 2021 when compared to the nine months ended September 30, 2020, reflecting the award of bonuses in 2021 offset by reductions in technical consulting fees.
- Marketing and investor relations costs increased in the nine months ended September 30, 2021 primarily due to the increase in marketing initiatives and activities that had been curtailed in 2020 due to the COVID-19 pandemic plus increases in investor relations fees and business development consulting fees.
- Office and administration costs were higher in the nine months ended September 30, 2021 compared to the nine months ended September 30, 2020 due to expenses related to the Annual General and Special Meeting of Shareholders in the first nine months of 2021 that was not held until the last quarter of 2020, plus increased filing fees and travel-related costs.
- Professional fees increased slightly in the nine months ended September 30, 2021 compared to the nine months ended September 30, 2020 primarily due to increased audit fees and legal activity.

#### Liquidity, Capital Resources and Going Concern

The Company's condensed consolidated interim financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future.

The continuing operations of the Company are dependent upon the Company's ability to arrange adequate financing in the near term. However, there can be no assurance that the Company will be able

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to obtain adequate financing in the future or that the terms of such financing will be favourable. If adequate financing is not available when required, the Company may be required to delay, scale back or eliminate various programs and may be unable to continue operations. The Company will seek such additional financing through debt or equity offerings, but there can be no assurance that such financing will be available on terms acceptable to the Company or at all.

As at September 30, 2021, the Company had a cash balance of \$10,163,917 (December 31, 2020 - \$14,586) and working capital (current assets minus current liabilities) of \$2,428,087 (December 31, 2020 working capital deficit - \$1,354,567). Current liabilities as at September 30, 2021 totaled \$8,245,426 (December 31, 2020 - \$1,489,285) and accumulated deficit totaled \$29,611,060 (December 31, 2021 - \$25,516,383). The Company has incurred losses since inception and does not generate any cash inflows from operations. In the nine-month period ended September 30, 2021, cash used in operating activities totaled \$2,697,928.

The Company's ability to continue to meet its obligations and carry out its planned exploration activities is uncertain and dependent upon the continued financial support of its shareholders and on securing additional financing. In the nine-month period ended September 30, 2021, the Company completed three financings raising gross proceeds of CA\$21,226,582 through the issuance of 29,790,685 units consisting of one common share and one share purchase warrant (see Financial Statement Note 7: Share capital). The Company raised an additional CA\$7,479,664 million from the exercise of options, warrants and broker warrants.

Based on projected project and administrative expenditures for the duration of 2021 and 2022, the Company expects that additional funding will be required to continue in operation at the planned activity levels. There is, however, no assurance that any such initiatives will be sufficient and, as a result, there is significant doubt regarding the going concern assumption and, accordingly, the ultimate appropriateness of the use of accounting principles applicable to a going concern. The Company's consolidated financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and balance sheet classifications that would be necessary if the Company were unable to realize its assets and settle its liabilities as a going concern in the normal course of operations for the foreseeable future. These adjustments could be material.

#### **Financial Instruments and risk management**

##### Financial instrument classification

The Company's financial instruments consist of cash, deposits and trade and other accounts payable and loans.

On adoption of IFRS 9, Graphite One has classified its cash and cash equivalents, deposits, trade payables and loans as subsequently measured at amortized cost.

The estimated fair market values of the Company's financial instruments carried at amortized cost approximate their carrying values due to their short-term nature.

##### Financial Risk Management

The Company may be exposed to risks of varying degrees of significance which could affect its ability to achieve its strategic objectives. The main objectives of the Company's risk management processes are to ensure that risks are properly identified and that the capital base is adequate in relation to those risks. The principal risks to which the Company is exposed are described below.

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##### Interest rate risk

Interest rate risk is the risk arising from the effect of changes in prevailing interest rates on the Company's financial instruments. The Company's cash balances held at financial institutions may earn interest at rates which vary according to prevailing rates. The Company does not deem the associated interest rate risk to be material.

##### Credit risk

Credit risk is the risk of potential loss to the Company if a counter-party to a financial instrument fails to meet its contractual obligations. The Company is not exposed to any material credit risk.

##### Foreign currency risk

Foreign currency risk is the risk that the fair value of, or future cash flows from, the Company's financial instruments will fluctuate because of changes in foreign exchange rates. A portion of the Company's funds are held in Canadian dollars and are, therefore, subject to fluctuations in foreign exchange rates.

At September 30, 2021, the Company has certain monetary items denominated in Canadian dollars. Based on these net exposures, a 10% appreciation or depreciation of the United States dollar against the Canadian dollar would result in an increase or decrease of \$1.04 million in the Company's net loss.

##### Liquidity risk

Liquidity risk is the risk that the Company will not meet its financial obligations as they fall due. See "Liquidity, Capital Resources and Going Concern" section.

#### **Related party transactions and balances**

Relationships	Nature of the relationship
Huston and Huston Holdings Corp. ("Huston")	Huston and Huston Holdings Corp. is a private company controlled by Anthony Huston, an officer and director of the Company, which provides management services to the Company.
Rockford Resources LLC ("Rockford")	Rockford is a private company controlled by Patrick Smith, a director of the Company, which provides director services to the Company.
0897877 BC Ltd. ("0897877 BC")	0897877 BC is a private company controlled by Brian Budd, a director of the Company, which provides director services to the Company.
Beattie Battery Technology Innovations ("Beattie")	Beattie is a private company controlled by Dr. Shane Beattie, Chief Technology Officer of the Company, which provided technical services to the Company until his death in July 2020.

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Relationships	Nature of the relationship
Taiga Mining Company, Inc. ("Taiga")	Taiga is a private company and a Control Person of the Company in accordance with Policy 4.1 of the TSX Venture Exchange Corporate Finance Manual.
ROTAK LLC ("ROTAK")	ROTAK is one of the providers to the Company of helicopter support services in Alaska. One of Taiga's principals is also a manager in the entity that controls ROTAK.

#### Related party transactions

	Management Consulting and Directors' Fees		Project Services	
	2021	2020	2021	2020
<b>For the nine months ended September 30</b>				
Huston & Huston Holdings Corp.	\$ 374,897	\$ 328,645	\$ -	\$ -
Rockford Resources, LLC	48,010	13,297	-	-
0897877 BC Ltd.	48,002	13,297	-	-
Beattie Battery Technologies Innovations	-	33,199	-	-
ROTAK Helicopter Services	-	-	1,088,665	-
<b>For the three months ended September 30</b>				
Huston & Huston Holdings Corp.	\$ 74,964	\$ 74,769	\$ -	\$ -
Rockford Resources, LLC	7,548	4,505	-	-
0897877 BC Ltd.	7,540	4,505	-	-
Beattie Battery Technologies Innovations	-	3,378	-	-
ROTAK Helicopter Services	-	-	787,317	-

The above transactions relate to consulting fees and project-related costs incurred by the Company. Management services expenses are included in management fees and salaries and marketing, advisory and investor relations in the consolidated statements of financial position. Geological services and Project Services are capitalized to Exploration and evaluation property in the consolidated statements of financial position.

During the nine months ended September 30, 2021, the Company accrued interest totaling \$1,179,730 related to the loan from Taiga (see Note 7).

Amounts owing to related parties other than Taiga are non-interest bearing, unsecured and due on demand. The transactions were in the normal course of operations. At September 30, 2021, the Company owed \$6,152,527 (December 31, 2020 - \$5,980,749) to related parties.

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Key management compensation

<b>For the nine months ended September 30,</b>	<b>2021</b>	<b>2020</b>
Consulting and directors' fees	\$ 470,910	\$ 355,239
Salaries	624,776	641,911
Benefits	67,806	62,883
Stock-based compensation	1,912,435	151,630
	<b>\$ 3,075,927</b>	<b>\$ 1,211,663</b>

  

<b>For the three months ended September 30,</b>	<b>2021</b>	<b>2020</b>
Consulting and directors' fees	\$ 90,052	\$ 83,778
Salaries	167,379	167,327
Benefits	19,119	17,555
Stock-based compensation	-	-
	<b>\$ 276,550</b>	<b>\$ 268,660</b>

Key management are those personnel having the authority and responsibility for planning, directing and controlling the Company and include the President, Chief Executive Officer, Directors, Chief Financial Officer and Chief Operating Officer.

Management contracts

The Company entered into a consulting agreement with a private company controlled by the President and Chief Executive Officer to provide certain management services to the Company whereby the Company will pay an annual fee for services of CA\$250,000 and, in the event of a change of control of the Company, an amount equal to three times the annual fee. In June 2020, the new President & CEO Agreement was amended whereby the annual fee was increased to US\$300,000, retroactive to January 1, 2020. All other terms remain unchanged.

Commencing January 1, 2016, the Executive Chairman has been engaged as an employee of the Company. Subsequent to September 30, 2016, the Company finalized the terms of the employment agreement with the Executive Chairman. Under this agreement, the Company will also pay an annual fee for services of CA\$200,000 and, in the event of change of control of the Company, an amount equal to two times the annual salary. In June 2020, the Executive Chairman Agreement was amended whereby the annual salary was increased to US\$250,000, retroactive to January 1, 2020. All other terms remain unchanged.

Commencing January 1, 2016, the Chief Financial Officer ("CFO") has been engaged as an employee of the Company. Subsequent to September 30, 2016, the Company finalized the terms of the employment agreement with the Chief Financial Officer. Under this agreement, the Company will pay an annual fee for services of CA\$190,000 and, in the event of a change of control of the Company, an amount equal to two times the annual salary. In June 2020, the CFO Agreement was amended whereby the annual salary was increased to US\$200,000, retroactive to January 1, 2020. All other terms remain unchanged.

In June 2018, the Chief Operating Officer ("COO") was employed by the Company, the terms of which include an annual salary of US\$220,000 and an annual health benefit of US\$36,000. The COO is also

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eligible for milestone payments equal to 30% of the base salary upon the release of a NI 43-101 compliant pre-feasibility study and upon the release of a NI 43-101 compliant feasibility study for the mine and processing plant.

#### Outstanding Share Data

The following table summarizes the Company's outstanding share capital:

	August 20, 2021
Common shares issued and outstanding	83,470,894
Stock options outstanding (weighted average exercise price \$0.61)	5,140,000
Warrants outstanding (weighed average exercise price \$1.07)	31,246,424
Broker warrants outstanding (weighted average exercise price \$0.77)	2,050,430
Fully diluted common shares outstanding	121,907,748

#### Additional Disclosure for Venture Issuers without Significant Revenue

Details of the Company's general and administrative expenses for the three and nine months ended September 30, 2021 and September 30, 2020 are included in the results of operations section of this MD&A. Details of the Company's expenditures relating to exploration and evaluation properties are presented in Note 6 to the consolidated financial statements.

#### Mining Risks

The Company is subject to risks typical in the mining business. Many are beyond its control and their aggregate effects are impossible to predict with any degree of certainty. Mining risks include, but are not limited to: uncertainty of exploration programs successfully revealing an economic resource; possibility of encountering unusual or unexpected geological formations; adverse weather, flooding or other conditions affecting exploration or extraction of materials or delivery of equipment, supplies or products; equipment failure; unforeseen events or conditions impacting the intended exploration, development or construction schedules or the estimated costs; availability of skilled workers; and timely granting of permits.

#### Business Risks

Exploration, development, production, processing and marketing of mineral resources involves numerous business risks, some of which are beyond the Company's control. These can be categorized as operational, financial and regulatory risks. The Company continuously monitors and responds to changes in these factors and adheres to all regulations governing its operations. Insurance may be maintained at levels consistent with prudent industry practices to minimize risks however the Company is not fully insured against all risks nor are all such risks insurable or mitigable.

- Operational risks include, among others, the ability to: find, develop and produce economical graphite products; meet exploration, development and production timelines including the timely completion of pre-feasibility and feasibility studies; successfully develop and market satisfactory quantities of graphite products and services at profitable prices; hire, train and retain skilled employees and contractors; conduct operations in a cost effective and safe manner; and, consistently maintain the Company's social license to operate.

## **GRAPHITE ONE INC.**

### **Management's Discussion and Analysis**

#### **For the Three-and Nine-Month Periods ended September 30, 2021 and 2020**

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- Financial risks include, among others: availability of capital; volatility of commodity prices and rates for interest, foreign exchange and inflation; and, fluctuations in prices of equipment, supplies and products. These could all be affected by perceived changes in the stability of the global and regional political, economic and banking systems. The graphite industry's demand, supply and pricing could be affected by high competitor production rates in major producing regions or future technologies that use less graphite.
- Regulatory risks include, among others: the ability to obtain project permits in a timely manner and a change in local, regional, national or international regulations regarding development, production, transportation, taxation, tariffs, fees, duties, or product use.

#### **COVID-19**

In March 2020, the World Health Organization declared the outbreak of a novel coronavirus (COVID-19) as a pandemic, which continues to spread throughout North America. The spread of COVID-19 has caused significant volatility in North America and international markets. There is significant uncertainty around the breadth and duration of business disruptions related to COVID-19. The Company has and continues to take all prescribed steps to minimize the impact of the outbreak of the COVID-19 pandemic on the health of its employees, contractors and consultants. Working remotely, conducting virtual instead of in-person meetings, restricting travel and other measures for physical distancing are in place. As part of the 2021 field program in Alaska, the Company implemented its Community and Workplace Protection Plan (CWPP) which details COVID-19 protocols that meet all State of Alaska and City of Nome requirements for detecting and mitigating the spread of COVID-19. The CWPP defines protocols to be followed by all field program personnel to ensure appropriate measures are in place to detect and minimize the spread of COVID-19 to protect the local communities and our workforce. Due to the uncertainty as to the duration of the pandemic with the ongoing threat of virus variants and the possible impact on operations, the Company may find that there are further delays in completing the PFS in the time expected or there are unexpected delays, which may affect progress on the Project.

#### **Outlook**

The Company's primary focus is the continued evaluation of the Graphite One Project which includes the proposed mine and primary processing facilities on the Seward Peninsula in Alaska and the graphite product manufacturing facilities at a preferred location to be determined in the PFS. The Company's goal is to become a vertically integrated producer of American natural graphite and advanced graphite products by creating an integrated American domestic supply chain. The ability of the Company to achieve this is contingent upon its ongoing ability to raise the risk capital necessary to advance its plans.

#### **Approval**

The Board of Directors of the Company have approved the disclosure contained in this MD&A as of November 1, 2021.

#### **Other Information**

Additional information related to the Company is available for viewing on SEDAR at [www.sedar.com](http://www.sedar.com) and on the Company's website at [www.graphiteoneinc.com](http://www.graphiteoneinc.com).