

GRAPHITE ONE INC.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the “**Meeting**”) of the holders of common shares (“**Common Shares**”) of Graphite One Inc. (the “**Company**”) will be held at the offices of Farris LLP, Suite 2500, 700 West Georgia Street, Vancouver, British Columbia, V7Y 1B3 on Wednesday, June 29, 2022 at the hour of 9:00 a.m. (Vancouver time) for the following purposes:

1. to receive the audited financial statements for the year ended December 31, 2021 and the auditor’s report thereon;
2. to appoint PricewaterhouseCoopers LLP, Chartered Professional Accountants, as auditors for the ensuing year and to authorize the directors to fix their remuneration;
3. to fix the number of directors to be elected at six (6);
4. to elect directors for the ensuing year;
5. to consider and if thought appropriate, approve, with or without variation, subject to regulatory approval, the continuation of the incentive stock option plan of the Company, as amended, in the form attached as Appendix “A” to the management information circular;
6. to consider and if thought appropriate, approve, with or without variation, subject to regulatory approval, the continuation of the omnibus incentive plan of the Company, as amended, in the form attached as Appendix “C” to the management information circular; and
7. to transact such other business as may properly be brought before the Meeting or any adjournment or postponement thereof.

Shareholders are referred to the management information circular for more detailed information with respect to the matters to be considered at the Meeting.



All monetary amounts in the management information circular are stated in United States dollars unless otherwise indicated.



In light of the ongoing public health concerns related to COVID-19, only registered shareholders, non-registered shareholders who have followed the procedures set forth in the management information circular and their proxy holders, and any persons required or entitled by law to attend the Meeting, will be entitled to attend the Meeting in person. **However, all such persons are encouraged NOT to attend but to vote on matters at the Meeting by proxy, appointing a management proxyholder to limit the number of attendees.**

Please note that all Meeting attendees may be required to provide proof of vaccination.

Shareholders who wish to attend the Meeting in person must provide notice beforehand of their intention to attend in person by email to Gordon Jang, the Company’s Chief Financial Officer at gjang@graphiteoneinc.com, to ensure that the Company can maintain physical distancing. Requirements for physical distancing that are effective on the date of the Meeting may limit the number of shareholders permitted to attend the Meeting in person.

The directors have fixed the record date for the Meeting as the close of business on May 25, 2022. Only holders of Common Shares of record as at that date are entitled to receive notice of the Meeting and to vote thereat or at any adjournment or postponement thereof, except to the extent that a person has transferred any Common Shares after

that date and the new holder of such Common Shares establishes proper ownership and requests, not later than ten days before the Meeting, to be included in the list of Shareholders eligible to vote at the Meeting.

Dated at the City of Vancouver, in the Province of British Columbia, this 30th day of May 2022.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) "Anthony Huston"

Anthony Huston
President and Chief Executive Officer

If you are a registered shareholder of the Company and are unable to attend the Meeting in person, please date and sign the enclosed form of proxy and return it in the envelope provided. All completed proxies, to be valid, must be deposited at the office of the Company's registrar and transfer agent, Computershare, Attention: Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, Facsimile: 1-866-249-7775 (within Canada & the United States) or 416-263-9524 (International), not later than 9:00 AM PT on June 27, 2022, being forty-eight (48) hours, excluding Saturdays, Sundays and holidays, prior to the time of the Meeting or any adjournment or postponement thereof, unless the chairman of the Meeting elects to exercise his discretion to accept proxies received subsequently. If you are not a registered shareholder of the Company and receive these materials through your broker or through another intermediary, please complete and return the voting instruction form in accordance with the instructions provided to you by your broker or intermediary.