

GRAPHITE ONE INC.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE AND ACCESS

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, 2023 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, 2022 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, ratify and re-approve, with or without variation, subject to regulatory approval, the incentive stock option plan of the Company, in the form attached as Appendix “A” to the management information circular (the “**Information Circular**”);
6. to consider and if thought appropriate, ratify and re-approve, with or without variation, subject to regulatory approval, the omnibus incentive plan of the Company, in the form attached as Appendix “C” to the Information Circular; and
7. to transact such other business as may properly be brought before the Meeting or any adjournment or postponement thereof.

Accompanying this Notice of Meeting are: (1) the Information Circular of the Company dated May 20, 2023; (2) a form of proxy if you are a Registered Shareholder (as defined in the Information Circular under the heading “Appointment and Revocation of Proxies”), or a voting instruction form if you are a Beneficial Shareholder (as defined in the Information Circular under the heading “Advice to Beneficial Holders of Common Shares”); and (3) a reply card for use by shareholders who wish to receive the Company’s interim and/or annual financial statements and accompanying management’s discussion and analysis.

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



All monetary amounts in the Information Circular are stated in United States dollars unless otherwise indicated.



Registered shareholders and duly appointed proxyholders can attend the Meeting in person where they can participate, vote or submit questions.

The directors have fixed the record date for the Meeting as the close of business on May 15, 2023. 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 20th day of May 2023.

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, 2023, 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.