NOTICE AND ACCESS NOTIFICATION TO SHAREHOLDERS

ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

TO BE HELD ON JUNE 27, 2025 AT 9:00 AM (VANCOUVER TIME)

You are receiving this notification as Graphite One Inc. (the "Company") has decided to use the notice and access model for delivery of meeting materials to its shareholders for its 2025 Annual General and Special Meeting to be held at 25th Floor – 700 West Georgia Street, Vancouver, B.C. V7Y 1B3 (the "Meeting"). This Notice of Meeting is prepared under the notice-and-access rules pursuant to National Instrument 54-101 *Communications with Beneficial Owners of Securities of a Reporting Issuer*. Under notice and access, shareholders will receive a proxy or voting instruction form enabling them to vote at the Meeting. However, instead of a paper copy of the management information circular (the "Information Circular"), shareholders receive this notice with information on how they may access such materials electronically. The use of this alternative means of delivery is more environmentally friendly and helps reduce the costs of paper, printing and mailing charges of Meeting materials to shareholders.

MEETING DATE AND TIME: JUNE 27, 2025 AT 9:00 AM (VANCOUVER TIME)

LOCATION: 25TH FLOOR – 700 WEST GEORGIA STREET, VANCOUVER, B.C. V7Y 1B3

SHAREHOLDERS WILL BE ASKED TO CONSIDER AND VOTE ON THE FOLLOWING MATTERS:

1. **Financial Statements**: To receive the audited financial statements for the year ended December 31, 2024 and the auditor's report thereon.

2. **Appointment of Auditors:** To appoint PricewaterhouseCoopers LLP, Chartered Professional Accountants, as auditors for the Company for the ensuing year and authorizing the Directors to fix their remuneration. Please refer to the section titled "APPOINTMENT OF AUDITORS" in the Information Circular.

3. **Set the Number of Directors:** To set the number of directors of the Company for the ensuing year at six (6). Please refer to the section titled "FIXING THE NUMBER OF DIRECTORS OF THE COMPANY" and "ELECTION OF DIRECTORS" in the Information Circular.

4. **Election of Directors:** To elect six (6) directors of the Company for the ensuing year. Please refer to the sections titled "FIXING THE NUMBER OF DIRECTORS OF THE COMPANY" and "ELECTION OF DIRECTORS" in the Information Circular.

5. **Approval of 20% Fixed Limit Omnibus Equity Incentive Plan:** to consider and if thought appropriate, pass an ordinary resolution (the "**Omnibus Plan Resolution**") to approve a 20% fixed limit omnibus equity incentive plan. Please refer to the section titled "APPROVAL OF 20% FIXED LIMIT OMNIBUS EQUITY INCENTIVE PLAN" in the Information Circular.

6. **Migration of Existing Options and Existing Awards under the Omnibus Plan**: to consider and if thought appropriate, pass an ordinary resolution approving the Company's migration of: (i) the outstanding stock options under the Company's existing 10% rolling stock option plan,

and (ii) the outstanding awards under the Company's existing 10% fixed limit omnibus incentive plan, to be governed by the Omnibus Plan. Refer to the section titled "MIGRATION OF EXISTING OPTIONS AND EXISTING AWARDS UNDER THE OMNIBUS PLAN" in the Information Circular.

7. **Ratify and Re-approve 10% rolling stock option plan**. In the event that the Omnibus Plan Resolution is not approved, to ratify and re-approve, with or without variation, subject to regulatory approval, the Company's existing 10% rolling stock option plan. Please refer to the section titled "RE-APPROVAL OF THE 10% ROLLING STOCK OPTION PLAN" in the Information Circular.

8. **Ratify and Re-approve 10% fixed limit omnibus incentive plan**: In the event that the Omnibus Plan Resolution is not approved, to re-approve, with or without variation, subject to regulatory approval, the Company's existing 10% fixed limit omnibus incentive plan. Please refer to the section titled "RE-APPROVAL OF THE EXISTING 10% FIXED LIMIT OMNIBUS PLAN" in the Information Circular

9. **Other Business:** Shareholders may be asked to consider other items of business that may be properly brought before the Meeting. Information regarding the use of discretionary authority to vote on any such other business may be found in the section titled "VOTING OF PROXIES" in the Information Circular.

Reference is made to the Information Circular of the Company dated May 14, 2025 which contains additional details concerning the matters outlined above.

SHAREHOLDERS ARE REMINDED TO REVIEW THE MEETING MATERIALS PRIOR TO VOTING.

WEBSITE WHERE MEETING MATERIALS ARE POSTED:

Materials for the Meeting may be viewed on the Company's website at: Investors - Graphite One (graphiteoneinc.com)

Materials for the Meeting may also be viewed on SEDAR+ at www.sedarplus.ca.

HOW TO OBTAIN PAPER COPIES OF THE MEETING MATERIALS:

Shareholders may request paper copies of the Meeting materials be sent to them by postal delivery at no cost to them. Requests for paper copies of the Meeting materials should be received at least five business days in advance of the proxy deposit date and time set out in the accompanying proxy or voting instruction form in order to receive the Meeting materials in advance of the proxy deposit date and Meeting date. Shareholders who wish to receive paper copies of the Meeting materials may request copies by calling Gordon Jang, Corporate Secretary, at (778) 822-4454 or by email at gjang@graphiteoneinc.com. Meeting materials will be sent to such shareholders within three business days of their request if such requests are made before the Meeting date. Requests may be made up to one year from the date that the Information Circular was filed on SEDAR+. To receive a copy of the Meeting materials after the meeting date, please contact Gordon Jang at (778) 822-4454.

VOTING:

Registered shareholders are asked to return their proxies using one of the following methods at least one business day in advance of the proxy cut-off date as set out in the accompanying proxy:

Internet: www.investorvote.com

Telephone: 1-866-732-VOTE (8683) Toll Free

Mail: Computershare Investor Services Inc. Proxy Department
100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1

Non-registered shareholders are asked to use the voting instruction form provided by your intermediary (bank, trust company or broker) and return it as early as practicable to ensure that it is transmitted on time. It must be received by your intermediary with sufficient time for them to file a proxy by the deadline noted above.

Shareholders with questions about this Notice and Access Notification can email the Company at gjang@graphiteoneinc.com.