**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 Friday, June 27, 2025 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, 2024 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, pass an ordinary resolution (the "**Omnibus Plan Resolution**"), the full text of which is set forth in this Management Information Circular (the "**Information Circular**") approving a 20% fixed limit omnibus equity incentive plan (the "**Omnibus Plan**") in the form attached as Appendix A" to the Circular;
6. conditional upon the approval of the Omnibus Plan Resolution, to consider and if thought appropriate, pass an ordinary resolution, the full text of which is set forth in the Information Circular, 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;
7. 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;
8. 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% fixed limit omnibus incentive plan; and
9. 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 14, 2025; (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.

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

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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 8, 2025. 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 14th day of May 2025.

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 25, 2025, 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.**

## 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.