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Graphene Manufacturing Group Ltd. Announces Bought Public Offering of Units for Gross Proceeds of C\$5 Million

BRISBANE, QUEENSLAND, AUSTRALIA,/CNW/ - Graphene Manufacturing Group Ltd. (TSX-V:GMG, OTCQX: GMGMF) ("**GMG**" or the "**Company**") is pleased to announce that it has entered into an agreement with Red Cloud Securities Inc. ("**Red Cloud**"), as sole underwriter and bookrunner, pursuant to which Red Cloud has agreed to purchase for resale 5,555,556 units of the Company (each, a "**Unit**") at a price of C\$0.90 per Unit (the "**Offering Price**") on a "bought deal" basis in a public offering for gross proceeds of approximately C\$5,000,000 (the "**Underwritten Offering**").

Each Unit will consist of one common share of the Company (each, a "**Unit Share**") and one common share purchase warrant (each, a "**Warrant**"). Each Warrant shall entitle the holder to purchase one common share of the Company (each, a "**Warrant Share**") at a price of C\$1.35 at any time on or before that date which is 36 months after the Closing Date (as herein defined).

The Company has granted to the Underwriter an option (the "**Over-Allotment Option**", and together with the Underwritten Offering, the "**Offering**"), exercisable, in whole or in part, at any time for a period of up to 30 days after and including the Closing Date, to purchase for resale the number of additional Units equal to up to 15% of the number of Units sold pursuant to the Underwritten Offering at the Offering Price to cover over allotments, if any, and for market stabilization purposes.

The net proceeds from the Offering will be used by the Company to fund ongoing operations including, but not limited to, commercial development, product development and working capital.

In connection with the Offering, the Company intends to file a prospectus supplement (the "**Supplement**") to the Company's final short form base shelf prospectus dated March 7, 2025 (the "**Shelf Prospectus**"), with the securities regulatory authorities in each of the provinces and territories of Canada, except Quebec. The Units may also be sold in the United States on a private placement basis pursuant to one or more exemptions from the registration requirements of the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**") and in such other jurisdictions outside of Canada and the United States, in each case in accordance with all applicable laws provided that no prospectus, registration statement or similar document is required to be filed in such jurisdiction, and provided the issuance of the Units (including the underlying securities) is permitted under laws applicable to the Company (including the *Australian Corporations Act 2001* (Cth)).

Copies of the Shelf Prospectus and the Supplement to be filed in connection with the Offering can be found on SEDAR+ at www.sedarplus.ca. The Shelf Prospectus contains, and the Supplement will contain, important detailed information about the Company and the Offering. Prospective investors should read the Supplement, the Shelf Prospectus and the other documents the Company has filed on SEDAR+ at www.sedarplus.ca before making an investment decision.

The Offering is expected to close on or about September 3rd, 2025 (the "**Closing Date**"), or on such date as agreed upon between the Company and Red Cloud. The closing of the Offering is subject to the Company receiving all necessary regulatory approvals, including the approval of the TSX Venture

Exchange to list, on the Closing Date, the common shares of the Company issuable from the sale of Units as well as upon the exercise of the Warrants.

This press release is not an offer to sell or the solicitation of an offer to buy the securities in the United States or in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to qualification or registration under the securities laws of such jurisdiction. The securities being offered have not been, nor will they be, registered under the U.S. Securities Act, and such securities may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons absent registration or an applicable exemption from U.S. registration requirements and applicable U.S. state securities laws.

About GMG

GMG is an Australian-based clean-technology company, which develops, makes and sells energy saving and energy storage solutions, enabled by graphene manufactured via in-house production process. GMG uses its own proprietary production process to decompose natural gas (i.e. methane) into its natural elements, carbon (as graphene), hydrogen and some residual hydrocarbon gases. This process produces high quality, low-cost, scalable, 'tuneable' and low/no contaminant graphene suitable for use in clean technology and other applications.

The Company's present focus is to de-risk and develop commercial scale-up capabilities, and secure market applications. In the energy savings segment, GMG has initially focused on graphene enhanced heating, ventilation and air conditioning ("HVAC-R") coating (or energy saving coating), which is now being marketed into other applications, including electronic heat sinks, industrial process plants and data centres. Another product GMG has developed is the graphene lubricant additive focused on saving liquid fuels initially for diesel engines.

In the energy storage segment, GMG and the University of Queensland are working collaboratively with financial support from the Australian Government to progress R&D and commercialization of graphene aluminium-ion batteries ("**G+Al Batteries**"). GMG has also developed a graphene additive slurry that is aimed to improve the performance of lithium ion batteries.

GMG's 4 critical business objectives are:

1. Produce Graphene and Improve/Scale Cell Production Processes
2. Build Revenue from Energy Savings Products
3. Develop Next-Generation Battery
4. Develop Supply Chain, Partners & Project Execution Capability

For further information please contact:

- Craig Nicol, Chief Executive Officer & Managing Director of the Company at craig.nicol@graphenemg.com, +61 415 445 223
- Leo Karabelas at Focus Communications Investor Relations, leo@fcir.ca, +1 647 689 6041

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accept responsibility for the adequacy or accuracy of this news release.

Cautionary Note Regarding Forward-Looking Statements

This news release includes certain statements and information that may constitute forward-looking information within the meaning of applicable Canadian securities laws. Forward-looking statements relate to future events or future performance and reflect the expectations or beliefs of management of the Company regarding future events. Generally, forward-looking statements and information can be identified by the use of forward-looking terminology such as “intends”, “expects” or “anticipates”, or variations of such words and phrases or statements that certain actions, events or results “may”, “could”, “should”, “would” or will “potentially” or “likely” occur. This information and these statements, referred to herein as “forward-looking statements”, are not historical facts, are made as of the date of this news release and include without limitation, statements regarding the expected size and terms of the Offering, the anticipated timing of closing the Offering, the ability of the Company to satisfy all conditions to closing the Offering, and the expected use of proceeds from the Offering.

Such forward-looking statements are based on a number of assumptions of management, including, without limitation, expectations and assumptions concerning the business objectives of the Company; the Company’s ability to carry out current planned capital projects, research and development, manufacturing, production, sales and marketing programs for its graphene and graphene-enhanced products and solutions; that the Company will receive the necessary regulatory approvals for the Offering; use the proceeds from the Offering as anticipated; the Company’s performance and general business and economic conditions.

Additionally, forward-looking information involves a variety of known and unknown risks, uncertainties and other factors which may cause the actual plans, intentions, activities, results, performance or achievements of GMG to be materially different from any future plans, intentions, activities, results, performance or achievements expressed or implied by such forward-looking statements. Such risks include, without limitation: the risk that the Company is not able to use the proceeds from the Offering as anticipated by management; the risk that the Company does not receive the requisite regulatory approvals for the Offering; overall economic conditions; technical de-risking and market acceptance for the Company’s products and solutions; the introduction of competing technologies or products; stock market volatility; environmental and regulatory requirements; competitive pressures; change in market conditions and other factors that may cause the actual results, performance or achievements of the Company to differ materially from those expressed or implied in these forward looking statements; the volatility of global capital markets; political instability; the failure of the Company to obtain regulatory approvals, attract and retain skilled personnel; unexpected development and production challenges; unanticipated costs and the risk factors set out under the heading “Risk Factors” in the Company’s annual information form dated October 3, 2024 available for review on the Company’s profile at www.sedarplus.ca.

Although management of the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements or forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements and forward-looking information. Readers are cautioned that reliance on such information may not be appropriate for other purposes. The Company does not undertake to update any forward-looking statement, forward-looking information or financial outlook that are incorporated by reference herein, except in accordance with applicable securities laws.