



DALE MATHESON CARR-HILTON LABONTE LLP  
CHARTERED PROFESSIONAL ACCOUNTANTS

VANCOUVER  
1500 – 1140 W. Pender Street  
Vancouver, BC V6E 4G1  
TEL 604.687.4747 | FAX 604.689.2778

TRI-CITIES  
700 – 2755 Lougheed Hwy.  
Port Coquitlam, BC V3B 5Y9  
TEL 604.941.8266 | FAX 604.941.0971

WHITE ROCK  
301 – 1656 Martin Drive  
White Rock, BC V4A 6E7  
TEL 604.531.1154 | FAX 604.538.2613

WWW.DMCL.CA

September 29, 2017

**British Columbia Securities Commission**

701 W. Georgia Street  
Vancouver, B.C. V7Y 1L2

and

**Alberta Securities Commission**

Suite 600, 250-5 Street SW  
Calgary, AB T2P 0R4

Dear Sirs/Mesdames:

**Re: Graphite Energy Corp.**

We refer to the prospectus of Graphite Energy Corp. (the "Company") dated September 29, 2017 relating to the offering of (i) 1,642,500 common shares (each, a "Conversion Share") of the Company which were issued upon the conversion of 1,642,500 special warrants (the "Converted Special Warrants") previously issued by the Company in a private placement completed on February 28, 2017 (the "February Special Warrant Private Placement"); and (ii) 19,000 common shares of the Company (each, an "August Special Warrant Share") of the Company to be issued, without additional payment, upon the exercise or deemed exercise of 19,000 currently outstanding special warrants issued by the Company on August 8, 2017 (each, an "August Special Warrant") of the Company.

We consent to being named and to the use in the above-mentioned prospectus, of our report dated September 29, 2017 to the shareholders of the Company on the following financial statements:

- Statement of financial position as at June 30, 2017; and
- Statements of loss and comprehensive loss, changes in shareholders' equity and cash flows for the period from inception on October 14, 2016 to June 30, 2017, and a summary of significant accounting policies and other explanatory information.

We report that we have read the prospectus and all information therein and have no reason to believe that there are any misrepresentations in the information contained therein that are derived from the financial statements upon which we have reported or that are within our knowledge as a result of our audit of such financial statements. We have complied with Canadian generally accepted standards for an auditor's consent to the use of a report of the auditor included in an offering document, which does not constitute an audit or review of the prospectus as these terms are described in the CPA Canada Handbook – Assurance.

Yours very truly,

**DALE MATHESON CARR-HILTON LABONTE LLP**  
CHARTERED PROFESSIONAL ACCOUNTANTS

**PARTNERSHIP OF:**

**VANCOUVER** Robert J. Burkart, Inc. Kenneth P. Chong Inc. Alvin F. Dale Ltd. Donald L. Furney, Ltd. David J. Goertz, Inc. Matthew G. Gosden, Inc. Barry S. Hartley, Inc. Reginald J. LaBonte Ltd. Robert J. Matheson, Inc. Rakesh I. Patel Inc. Lorraine W. Rinfret, Inc. Brad A. Robin Inc.  
**WHITE ROCK** Michael K. Braun Inc. Peter J. Donaldson, Inc. Harjit S. Sandhu, Inc. **TRI-CITIES** Fraser G. Ross, Ltd. Brian A. Shaw Inc.