

GRAPHITE ENERGY CORP.

Suite 1080, 789 West Pender Street
Vancouver, British Columbia V6C 1H2
Tel: 604.428.7050 Fax: 604.428.7052

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the "**Meeting**") of shareholders of **Graphite Energy Corp.** (the "**Company**") will be held at the offices of the Company, Suite 1080, 789 West Pender Street, Vancouver, British Columbia, Canada V6C 1H2, on **Wednesday, April 4, 2018**, at 10:00 a.m. (Pacific Time), for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company for the financial year ended June 30, 2017, together with the auditor's report thereon;
2. To fix the number of directors of the Company to be elected at four (4);
3. To elect directors of the Company for the ensuing year;
4. To appoint Dale Matheson Carr-Hilton LaBonte LLP, Chartered Professional Accountants, as the auditor of the Company for the ensuing year and to authorize the board of directors to fix the auditor's remuneration;
5. To transact such further or other business as may properly come before the Meeting or any adjournment or adjournments thereof.

Accompanying this Notice is a Management Information Circular (the "**Circular**") dated February 14, 2018, a form of Proxy or a Voting Instruction Form, and a Financial Statements Request Form. The accompanying Circular provides information relating to the matters to be addressed at the Meeting and is incorporated into this Notice.

Shareholders are entitled to vote at the Meeting either in person or by proxy. Those who are unable to attend the meeting are requested to read, complete, sign and mail the enclosed form of Proxy in accordance with the instructions set out in the form of Proxy and in the Circular accompanying this Notice. Please advise the Company of any change in your mailing address.

To be valid, the accompanying form of Proxy, duly completed, dated and signed, must arrive at the office of the Registrar and Transfer Agent of the Company, Computershare Trust Company of Canada, 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, Attention: Proxy Department, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time for holding the Meeting or any adjournment thereof or deposited with the Chairman of the Meeting prior to the commencement of the Meeting or any adjournment thereof.

If you are a non-registered shareholder of the Company and received this Notice and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your security on your behalf (the "**Intermediary**"), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

DATED at Vancouver, British Columbia, this 14th day of February, 2018.

BY ORDER OF THE BOARD OF DIRECTORS

/signed/ "Afzaal Pirzada"

Afzaal Pirzada

President, Chief Executive Officer, and Director