

GRAPHITE ENERGY CORP.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF THE SHAREHOLDERS

TAKE NOTICE THAT an annual general and special meeting (the "**Meeting**") of the shareholders of Graphite Energy Corp. (the "**Corporation**") will be held at Suite 1510 – 789 West Pender Street, Vancouver, B.C., V6C 1H2, on Tuesday, October 15, 2019, at 11:00 a.m. (Vancouver time) for the following purposes:

1. to receive and consider the financial statements of the Corporation as at and for the years ended June 30, 2019 and 2018 together with the report of the auditors thereon;
2. to fix the number of directors of the Corporation for the ensuing year, or until the Change of Board Time (as defined in the accompanying management information circular (the "**Circular**"), as the case may be, at five (5);
3. to elect the directors of the Corporation for the ensuing year, or until the Change of Board Time, as the case may be;
4. to fix the number of directors of the Corporation from the Change of Board Time until the close of the next annual meeting of shareholders of the Corporation at three (3);
5. to elect new directors to serve from Change of Board Time until the close of the next annual meeting of shareholders of the Corporation or until their successors are elected or appointed, as more fully described in the accompanying Circular;
6. to appoint the auditors of the Corporation for the ensuing year and to authorize the directors of the Corporation to determine the remuneration to be paid to the auditors;
7. to consider and, if deemed advisable, to pass an ordinary resolution, the full text of which is set forth in the accompanying Circular and proxy statement, ratifying, adopting and approving the stock option plan of the Corporation and authorizing the Corporation's board of directors to make any amendments thereto that may be required for the purpose of obtaining the approval of applicable securities regulatory authorities or stock exchanges;
8. to consider and, if deemed advisable, to pass an ordinary resolution, the full text of which is set forth in the accompanying Circular, to approve the Corporation's proposed transaction with World Farms Corp. ("**WFC**"), as more fully described therein; and
9. to transact such other business as may properly come before the Meeting.

The enclosed information circular discloses additional information on the matters to be acted upon at the Meeting.

This notice of Meeting is accompanied by: (a) the Circular; and (b) either a form of proxy for registered Shareholders or a voting instruction form for beneficial Shareholders. **The Circular accompanying this notice of Meeting is incorporated into and shall be deemed to form part of this notice of Meeting.**

The record date for the determination of Shareholders entitled to receive notice of, and to vote at, the Meeting or any adjournments or postponements thereof is September 10, 2019 (the "**Record Date**"). Shareholders whose names have been entered in the register of Shareholders at the close of business on the Record Date will be entitled to receive notice of, and to vote, at the Meeting or any adjournments or postponements thereof.

A Shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournments or postponements thereof in person are requested to complete, date, sign and return the accompanying form of proxy for use at the Meeting or any adjournments or postponements thereof. As a shareholder, you can choose from three different ways to vote your shares by proxy: (a) by mail or delivery in the addressed envelope provided or deposited at the offices of Computershare Investor Services Inc. ("**Computershare**"), Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario, Canada M5J 2Y1, on behalf of the Corporation, so as to arrive not later than 11:00 a.m. (Vancouver time) on October 11, 2019, or if the Meeting is adjourned, at the latest 48 hours (excluding Saturdays, Sundays and holidays) before the time set for any reconvened meeting at which the proxy is to be used; (b) by telephone (toll free) at 1-866-732-VOTE (8683); or (c) on the internet at www.investorvote.com, unless the chair of the Meeting elects to exercise his or her discretion to accept proxies received subsequently.

The above time limit for deposit of proxies may be waived or extended by the chair of the Meeting at his or her discretion without notice.

SHAREHOLDERS ARE CAUTIONED THAT THE USE OF THE MAIL TO TRANSMIT PROXIES IS AT EACH SHAREHOLDER'S RISK.

DATED at Vancouver, British Columbia as of the 16th day of **September, 2019**.

BY ORDER OF THE BOARD OF DIRECTORS

"Adrian Hobkirk"

Chief Executive Officer & Director