



## NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**Meeting**”) of the holders of common shares of Graphite Energy Corp. (the “**Company**”) will be held on **Tuesday, December 29, 2020 at 11:30 am PST** for the following purposes:

1. To receive the audited financial statements of the Company for the financial year ended June 30, 2020, the auditor’s report thereon and the management’s discussion and analysis for the financial year ended June 30, 2020;
2. To fix the number of directors for the ensuing year at four (4);
3. To elect directors of the Company for the ensuing year;
4. To re-appoint Dale Matheson Carr-Hilton Labonte, LLP, Chartered Professional Accountants, as auditors of the Company for the ensuing year and to authorize the board of directors to fix the auditor’s remuneration;
5. To approve the adoption of a new 10% rolling stock option plan of the Company, as more particularly described in the accompanying Circular; and
6. To transact such other business as may properly come before the Meeting or at any adjournment thereof.

Accompanying this notice is the Circular. The Circular contains details of matters to be considered at the Meeting.

To ensure the safety of our shareholders and other stakeholders entitled to attend the Meeting amidst the ongoing COVID-19 pandemic, there will be no physical location for the Meeting. The Meeting will be deemed to be held at the Company’s head office located at Suite 804, 750 West Pender Street, British Columbia, Canada; however, the Meeting will be held in virtual only format, which will be conducted via telephone conference. Registered shareholders and validly appointed proxyholders may attend the Meeting by calling **1.877.385.4099 (access code: 5498358#)** (toll-free in Canada and the United States). Registered shareholders who attend the virtual Meeting will have an equal opportunity to participate at the Meeting, regardless of their geographic location.

Due to the COVID-19 pandemic and issues related to the verification of shareholder identity via teleconference, in-person voting will not be permitted at the Meeting. If you are a registered shareholder and wish to have your vote counted, you will be required to complete, date, sign and return, in the envelope provided for that purpose, the accompanying Proxy for use at the Meeting or any adjournment thereof. To be effective, the Proxy must be received by our transfer agent, Computershare Investor Services Inc. by no later than **11:30 a.m. (Vancouver time) on Wednesday, December 23, 2020** or no later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time to which the Meeting may be adjourned or postponed. Alternatively, you may vote by telephone or via the internet following the instructions provided on the Proxy and in the Circular.

If you are a beneficial holder and have received this Notice of Meeting and accompanying materials through an intermediary, such as an investment dealer, broker, custodian, administrator or other nominee, or a clearing agency in which the intermediary participates, please complete and return the voting instruction form provided to you in accordance with the instructions provided therein.

If you have any questions about the procedures required to qualify to vote at the Meeting or about obtaining and depositing the required form of Proxy, you should contact Computershare by telephone at 1-800-564-6253 (toll free in North America).

DATED at Vancouver, British Columbia, this 24<sup>th</sup> day of November, 2020.

**GRAPHITE ENERGY CORP.**

*“Adrian Hobkirk”*

Adrian Hobkirk,  
President and CEO

These Meeting materials are being sent to both registered and beneficial/non-registered owners of common shares. If you are a beneficial or non-registered owner, and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of common shares have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding securities on your behalf. By choosing to send these materials to you directly, the Company (and not the intermediary holding securities on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

**Whether or not you expect to attend the Meeting via telephone conference, please complete, date, sign and return the Proxy or voting instruction form at your earliest convenience. The Circular provides further information respecting proxies and the matters to be considered at the Meeting and is deemed to form part of this Notice of Meeting.**