

CEYLON GRAPHITE CORP.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting (the “**Meeting**”) of the shareholders (the “**Shareholders**”) of Ceylon Graphite Corp. (the “**Company**”) will be held in the Board Room at 1050 West Pender Street, 11th Floor, Vancouver, BC, on October 12, 2017, at the hour of 11:00 A.M. (Vancouver time) for the following purposes:

1. To receive the audited financial statements of the Company for its fiscal year ended March 31, 2017;
2. To elect the directors of the Company for the ensuing year;
3. To consider, and if deemed appropriate, to pass, with or without variation, an ordinary resolution, as more fully described in the Circular, re-approving the stock option plan of the Company (the “**Stock Option Plan Resolution**”);
4. To appoint Manning Elliott LLP, as the Auditors for the Company for the ensuing year and to authorize the directors to fix the Auditor’s remuneration; and
5. to transact such other business as may be properly brought before the Meeting or any postponement or adjournment thereof.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice. A Registered Shareholder who is unable to attend the Meeting in person is entitled to appoint a proxyholder to attend and vote in his stead. If you cannot be personally present, please refer to the notes accompanying the enclosed Instrument of Proxy and then complete and deposit the Instrument of Proxy with Computershare Investor Services Inc., 8th Floor 100 University Avenue, Toronto, Ontario M5J 2Y1 By telephone at 1-866-732-8683; by Fax: 1-866-249-775 (toll free North America) or by Internet voting at www.investorvote.com entering the 15 digit control number.

The Instrument of Proxy must be signed by the registered shareholder or by his or her attorney authorized in writing, or, if the registered shareholder is a corporation, by an officer or director thereof as an authorized signatory. The completed Instrument of Proxy must be deposited at the office of Computershare Investor Services Inc. at least 48 hours before the time of the Meeting (excluding Saturdays, Sundays and holidays), or any adjournment thereof.

The enclosed Instrument of Proxy is solicited by management, but you may amend it, if you so desire, by striking out the names of the management proxy holders shown and inserting in the space provided the name of the person you wish to represent you at the meeting.

DATED at Vancouver, British Columbia, this 13th day of September, 2017.

ON BEHALF OF THE BOARD

“Bharat Parashar”

Bharat Parashar
President & CEO