

## 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 virtually at the following web link <https://meetnow.global/MGZDHXH>, on January 31, 2024, at the hour of 11:30 A.M. (Vancouver time) for the following purposes:

1. To receive the audited financial statements of the Company for the financial years ended March 31, 2023 and 2022 together with the report of the auditors thereon;
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 management information circular dated December 22, 2023 (the “**Circular**”) re-approving the stock option plan of the Company;
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;
5. To approve an amendment to the articles of the Company to change the location of the Company’s registered office, as described in the Circular;
6. To consider and if thought advisable, to pass, with or without variation a special resolution allowing the directors of the Company to consolidate the issued and outstanding common shares of the Company on the basis of one (1) post-consolidation common share for up to ten (10) pre-consolidation common shares;
7. To transact such other business as may be properly brought before the Meeting or any postponement or adjournment thereof.

The nature of the business to be transacted at the Meeting is described in further detail in the Circular.

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 December 22, 2023 (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.

#### **Voting**

**A Shareholder may attend the Meeting virtually or may be represented by proxy. Shareholders who wish to participate in the Meeting may access the virtual meeting platform at URL: <https://meetnow.global/MGZDHXH>**

**Registered Shareholders and duly appointed proxyholders** can participate in the meeting by clicking “**Shareholder**” and entering a Control Number or an Invite Code before the start of the meeting. Registered Shareholders: the 15-digit control number is located on the Form of Proxy or in the email notification you received. Duly appointed proxyholders: Computershare Investor Services Inc. (“**Computershare**”) will provide the proxyholder with an Invite Code by email after the voting deadline has passed.

Attending and voting at the Meeting will only be available for Registered Shareholders and duly appointed proxyholders. A “beneficial” or “non-registered” Shareholder will not be recognized directly at the Meeting for the purposes of voting common shares of the Company (the “**Shares**”) registered in the name of his/her/its broker; however, a beneficial Shareholder may attend the Meeting as proxyholder for the registered Shareholder and vote the Shares in that capacity. Non-Registered Shareholders who have not appointed themselves as proxyholders to participate and vote at the meeting may login as a guest, by clicking on “**Guest**” and complete the online form; however, they will not be able to vote or submit questions.

If you are a non-registered holder of Shares and have received these materials through your broker, custodian, nominee or other intermediary, please complete and return the form of proxy or voting instruction form provided to you by your broker, custodian, nominee or other intermediary in accordance with the instructions provided therein

**Participants should join at least ten (10) minutes prior to the scheduled start time. Shareholders will have an equal opportunity to participate at the Meeting through this method regardless of their geographic location. Shareholders who are unable to attend the Meeting or any adjournments or postponements thereof virtually or in person, as applicable, are requested to complete, date, sign and return the accompanying form of proxy for use at the Meeting or any adjournments or postponements thereof.** To be effective, the enclosed form of proxy must be mailed or faxed so as to reach or be deposited with Computershare Investor Services Inc., Proxy Department, 100 University Avenue, 8<sup>th</sup> Floor, Toronto, Ontario, M5J 2Y1, voted by telephone at 1-866-732-VOTE (8683), or voted online at [www.investorvote.com](http://www.investorvote.com) not later than forty-eight (48) hours, excluding Saturdays, Sundays and holidays, prior to the time of the Meeting, unless the chairman of the Meeting elects to exercise his discretion to accept proxies received subsequently (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) prior to the time set Information on how non-registered (or beneficial) Shareholders may cast their vote is also described in greater detail in the Circular.

**Shareholders are reminded to review the Circular before voting.**

DATED at Vancouver, British Columbia, this 22<sup>nd</sup> day of December, 2023.

ON BEHALF OF THE BOARD

*“Sasha Jacob”*

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Sasha Jacob  
Chief Executive Officer