

NOTICE OF CHANGE OF AUDITOR

To: Wasserman Ramsay, Chartered Professional Accountants
Kreston GTA LLP, Chartered Professional Accountants

Re: Graphano Energy Ltd. (the “**Company**”)
Notice of Change of Auditor (the “**Notice**”)

In compliance with Section 4.11 of National Instrument 51-102 – Continuous Disclosure Obligations (“**NI 51-102**”), please be advised as follows:

1. The Company has decided to change its auditor from Wasserman Ramsay, Chartered Professional Accountants, of Suite 1008, 3601 Hwy 7 East, Markham, Ontario, L3R 0M3, to Kreston GTA LLP, Chartered Professional Accountants, of 8953 – 8965 Woodbine Avenue, Markham, Ontario, L3R 0J9.
2. The date of said change of auditor is July 8, 2024.
3. Wasserman Ramsay, Chartered Professional Accountants, has resigned on its own initiative.
4. The resignation of Wasserman Ramsay, Chartered Professional Accountants, and the appointment of Kreston GTA LLP, Chartered Professional Accountants, have been approved by the Company’s Board of Directors.
5. None of the reports of Wasserman Ramsay, Chartered Professional Accountants, on any of the Company’s financial statements relating to the “relevant period” (as such term is defined in section 4.11(1) of NI 51-102) expressed a modified opinion.
6. There has not been a “reportable event” (as such term is defined in section 4.11(1) of NI 51-102), which occurred in connection with the audit of the financial years ended July 31, 2023, and July 31, 2022, or for any period subsequent thereto.

Please review this Notice and prepare a letter identifying whether you agree, disagree and the reasons why, or have no basis to agree or disagree with each statement contained in this Notice, addressing your response to the relevant securities regulatory authorities (list of addresses attached hereto). Please deliver the response to the Company within seven (7) days from the date of this Notice.

This Notice and your reply will be part of the reporting package that will be filed with the applicable regulator or relevant securities administrators.

Dated this 8th day of July, 2024.

GRAPHANO ENERGY LTD.

/s/ Luisa Moreno

Luisa Moreno
Chief Executive Officer

List of Addresses

British Columbia Securities Commission

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Alberta Securities Commission

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