

**GRAPHITE ONE INC.**

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS**

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the “**Meeting**”) of the holders of common shares (“**Common Shares**”) of Graphite One Inc. (the “**Corporation**”) will be held at Suite 2500, 700 West Georgia Street, Vancouver, British Columbia, V7Y 1B3 on Wednesday, June 19, 2019 at the hour of 10:00 a.m. (Vancouver time) for the following purposes:

1. to receive the audited financial statements for the year ended December 31, 2018 and the auditor’s report thereon;
2. to appoint PricewaterhouseCoopers LLP, Chartered Professional Accountants, as auditors for the ensuing year and to authorize the directors to fix their remuneration;
3. to fix the number of directors to be elected at four (4);
4. to elect directors for the ensuing year;
5. to consider and if thought appropriate, pass, subject to regulatory approval, an ordinary resolution approving the ratification of the incentive stock option plan of the Corporation;
6. to consider, and if thought appropriate, pass, subject to regulatory approval, an ordinary resolution of disinterested shareholders for the repricing of 1,625,000 stock options previously granted to insiders of the Corporation; and
7. to transact such other business as may properly be brought before the Meeting or any adjournment or postponement thereof.

Shareholders are referred to the management information circular for more detailed information with respect to the matters to be considered at the Meeting.

The directors have fixed the record date for the Meeting as the close of business on May 15, 2019. Only holders of Common Shares of record as at that date are entitled to receive notice of the Meeting and to vote thereat or at any adjournment or postponement thereof, except to the extent that a person has transferred any Common Shares after that date and the new holder of such Common Shares establishes proper ownership and requests, not later than ten days before the Meeting, to be included in the list of Shareholders eligible to vote at the Meeting.

Dated at the City of Vancouver, in the Province of British Columbia, this 17<sup>th</sup> day of May, 2019.

**BY ORDER OF THE BOARD OF DIRECTORS**

(signed) “*Anthony Huston*”

Anthony Huston  
President and Chief Executive Officer

**If you are a registered shareholder of the Corporation and are unable to attend the Meeting in person, please date and sign the enclosed form of proxy and return it in the envelope provided. All completed proxies, to be valid, must be deposited at the office of the Corporation’s registrar and transfer agent, Computershare, Attention: Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, Facsimile: 1-866-249-7775 (within Canada & the United States) or 416-263-9524 (International), not later than forty-eight (48) hours, excluding Saturdays, Sundays and holidays, prior to the time of the Meeting or any adjournment or postponement thereof, unless the chairman of the Meeting elects to exercise his discretion to accept proxies received subsequently. If you are not a registered shareholder of the Corporation and receive these materials through your broker or**

through another intermediary, please complete and return the voting instruction form in accordance with the instructions provided to you by your broker or intermediary.