



NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT an annual and special meeting of the shareholders (the **"Meeting"**) of Mason Graphite Inc. (the **"Corporation"**) will be held at 1 Place Ville Marie, 40th Floor, Montréal, Québec H3B 4M4 at 10:00 a.m. (Montréal time), on Thursday, December 13, 2018, for the following purposes:

1. to receive the audited financial statements of the Corporation as at and for the financial year ended June 30, 2018, together with the report of the auditors thereon (the **"Financial Statements"**);
2. to elect the directors of the Corporation who will serve for the ensuing year or until their successors are appointed;
3. to appoint PricewaterhouseCoopers LLP as auditors of the Corporation for the ensuing financial year and to authorize the directors to set the auditors' remuneration; and
4. to consider and, if deemed appropriate, to approve a special resolution for the purpose of amending the articles of the Corporation, allowing the appointment of additional directors during the year (the **"Special Resolution"**); and
5. to consider such other business that may properly come before the Meeting or any adjournment thereof.

You are entitled to receive notice of and vote at the Meeting or any adjournment thereof if you were a shareholder of the Corporation on the record date, which the board of directors of the Corporation has set as the close of business on November 6, 2018.

The Circular and a form of proxy (**"Form of Proxy"**) accompany this notice. A copy of the Financial Statements has been filed and is available, under the Corporation's profile at www.sedar.com. The Circular contains details of the matters to be considered at the Meeting.

Electronic versions of the Financial Statements and of our management's discussion and analysis for the financial year ended June 30, 2018 (collectively, the **"Financial Materials"**), the Circular and the Form of Proxy (collectively the **"Meeting Materials"**) may be accessed on our website at www.masongraphite.com or on the Corporation's profile at www.sedar.com.

Should you wish to receive paper copies of the Financial Materials prior to the Meeting, please contact TSX Trust Company (**"TSX Trust"**) at 1-866-600-5869 or the Corporation at 1-514-289-3580, or send an email to Iveilleux@masongraphite.com and we will send them by postal delivery at no cost within three business days of your request.

DATED at Laval, Québec as of the 7th day of November 2018.

BY ORDER OF THE BOARD OF DIRECTORS

(Signed) *"Benoît Gascon"*

President and Chief Executive Officer

IMPORTANT

Shareholders eligible to vote but unable to attend personally are requested to complete, sign and forthwith return to the Corporation the enclosed Form of Proxy in the envelope provided for that purpose. Please note that said instrument of proxy will not be valid unless it is deposited at the offices of TSX Trust at 100 Adelaide West, Suite 301, Toronto, Ontario M5H 4H1, or faxed at 1-416-595-9593, or scanned and emailed to TMXInvestorServices@tmx.com, prior to 10:00 a.m. on December 11, 2018 or no less than 48 hours (excluding Saturdays, Sundays and holidays) prior to any adjournment of the Meeting, unless it is delivered to the Chairman of the Meeting at the Meeting, or any adjournment thereof.

The Corporation urges shareholders to review the Meeting Materials before voting.