



## NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

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**NOTICE IS HEREBY GIVEN THAT** an annual and special meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares (the “**Common Shares**”) of Mason Graphite Inc. (the “**Company**”) will be held at 10:00 a.m. (Montréal time), on Tuesday, December 20, 2022, for the following purposes:

1. to receive the audited financial statements of the Company as at and for the fiscal year ended June 30, 2022, together with the notes thereto and the auditors’ report thereon (the “**Financial Statements**”);
2. to elect the directors of the Company who will serve for the ensuing year or until their successors are appointed;
3. to appoint PricewaterhouseCoopers LLP as auditors of the Company for the ensuing fiscal year and authorize the directors to set their remuneration;
4. to consider and, if deemed advisable, to pass a special resolution approving the change of name of “Mason Graphite Inc.” to “Mason Resources Inc.” or such other name as the board of directors of the Company determines appropriate and which all applicable regulatory authorities may accept, the full text of which is set forth in Schedule “A” to the accompanying management information circular (the “**Circular**”); and
5. to consider such other business that may properly come before the Meeting or any adjournment or postponement thereof.

Specific details of the matters proposed to be put before the Meeting are set forth in the Circular and is deemed to form part of this notice of annual and special meeting of Shareholders (this “**Notice of Meeting**”).

The Meeting will be held in a virtual-only format, by live audio webcast at <https://virtual-meetings.tsxtrust.com/1412>, the password being “mason2022” (case sensitive). Online access to the Meeting will begin at 9:30 a.m. (Montréal time) on December 20, 2022. The Company is providing the virtual-only format in order to provide Shareholders with an equal opportunity to attend and participate at the Meeting, regardless of their geographic location.

Shareholders are entitled to vote at the Meeting either virtually or by proxy with each Common Share entitling the holder thereof to one vote at the Meeting. The board of directors of the Company has fixed November 14, 2022 as the record date for determining Shareholders who are entitled to receive notice of and vote at the Meeting. Only Shareholders whose names have been entered in the register of the Company as at the close of business on such date will be entitled to receive notice of and vote at the Meeting.

Your vote is important regardless of how many Common Shares you own. Whether or not you are able to attend the Meeting, Shareholders are encouraged to vote as soon as possible electronically, by email, facsimile or in writing, by following the instructions set out on the form of proxy or voting instruction form, as applicable, which accompanies this Notice of Meeting. Proxies must be received by the Company’s transfer agent and registrar for the Common Shares, TSX Trust Company (“**TSX Trust**”), not later than 10:00 a.m. (Montréal time) on December 16, 2022 (or no later than 48 hours, excluding Saturdays, Sundays and holidays, before any reconvened meeting if the Meeting is adjourned or postponed). Notwithstanding the foregoing, the Chairman of the Meeting has the discretion to accept proxies received after such deadline. The time limit for the deposit of proxies may also be waived or extended by the Chairman of the Meeting at his discretion, without notice. If you hold your Common Shares through a broker, investment dealer, bank, trust company or other intermediary (an “**Intermediary**”), as an objecting beneficial owner and received a VIF from your Intermediary or Broadridge Financial Solutions, Inc., you should follow the

instructions provided by your Intermediary to ensure your vote is counted at the Meeting.

Electronic versions of the Financial Statements and of our management's discussion and analysis for the fiscal year ended June 30, 2022 (collectively, the "**Financial Materials**") may be accessed on our website at [www.masongraphite.com](http://www.masongraphite.com) or on the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com). Copies of this Circular and the Meeting materials may also be found under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com).

Should you wish to receive free paper copies of the Financial Materials prior to the Meeting, please contact TSX Trust at 1-866-600-5869 or the Company's Vice President, Corporate Development, at 1-416-844-7365 or send an email to [phardy@masongraphite.com](mailto:phardy@masongraphite.com) and we will send them by postal delivery at no cost within three (3) business days of your request.

DATED at Montréal, Québec as of the 21<sup>st</sup> day of November 2022.

**BY ORDER OF THE BOARD OF DIRECTORS**

(Signed) "*Fahad Al-Tamimi*"

Fahad Al-Tamimi, Chairman of the Board of Directors

**VOTE USING THE FOLLOWING METHODS PRIOR TO THE MEETING**

<b>Voting Method</b>	<b>Registered Shareholders and Non-Objecting Beneficial Owners</b>  If your Common Shares are held in your name and are represented by a physical certificate or DRS Advice  Or if you received a form of proxy from TSX Trust	<b>Objecting Beneficial Owners</b>  If your Common Shares are held with a broker and you received a VIF from Broadridge or your broker
<b>Internet</b>	<a href="http://www.voteproxyonline.com">www.voteproxyonline.com</a>	<a href="http://www.proxyvote.com">www.proxyvote.com</a>
<b>Facsimile</b>	1-416-595-9593	Complete, date and sign the VIF and fax it to the number listed therein.
<b>Telephone</b>	N/A	1-800-474-7493
<b>Return of proxy or VIF</b>	<a href="mailto:tsxtis@tmx.com">tsxtis@tmx.com</a>	N/A