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Québec City, November 16, 2017

To: Autorité des marchés financiers du Québec
 Ontario Securities Commission
 Alberta Securities Commission
 British Columbia Securities Commission

RE: Nouveau Monde Graphite Inc. (the “*Corporation*”)
 Agency Agreement
 SEDAR Project Number: 02679756(1)

Dear Mesdames/Sirs:

Reference is made to the agency agreement entered into among Eight Capital, as lead agent for a syndicate of agents including Jett Capital Advisors, LLC, Echelon Wealth Partners Inc. and Haywood Securities Inc. and the Corporation on September 19, 2017 (the “*Agency Agreement*”), as amended on October 20, 2017. The Agency Agreement initially filed on SEDAR on September 29, 2017 is re-filed due to clerical errors concerning (i) the number of outstanding common shares as of the date thereof (see section 6 *Representations and Warranties of the Corporation* of the Agency Agreement) and (ii) the allocation percentage assigned for Jett Capital Advisors, LLC that should have read 20% (see section 16 *Agent’s Obligations* of the Agency Agreement).

All other information appearing in the Agency Agreement remains unchanged.

Yours very truly,

(s) *Stein Monast L.L.P.*

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