

**NORTHERN GRAPHITE CORPORATION**  
P.O. Box 279, Manotick, ON K4M 1A3

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that an annual meeting of the shareholders (the “**Meeting**”) of Northern Graphite Corporation (the “**Corporation**”) will be held at TCC Canada, The Corporate Centre, 555 Legget Drive, Suite 304, Tower A, Kanata, Ontario, K2K 2X3 on Thursday, September 24, 2020, at 11:00 a.m. (EDT) for the following purposes:

1. to receive the audited financial statements of the Corporation for the fiscal year ended December 31, 2019, together with the report of the auditors thereon;
2. to elect the directors of the Corporation for the ensuing year;
3. to appoint MNP LLP, Chartered Professional Accountants, as auditors of the Corporation and to authorize the directors of the Corporation to fix the auditors’ remuneration;
4. to consider and, if deemed appropriate, to approve, with or without variation, an ordinary resolution approving the Corporation’s stock option plan, as amended and restated, as more particularly described in the accompanying management information circular (the “**Circular**”);
5. to transact such further or other business as may properly come before the Meeting or any adjournment or adjournments thereof.

In light of ongoing concerns related to the spread of COVID-19, and in order to mitigate potential risks to the health and safety of the Corporation’s shareholders, employees, communities and other stakeholders, meeting participants are strongly encouraged not to attend in person. Rather, participants are encouraged to vote on the matters before the Meeting by proxy and to join the Meeting by teleconference. **To access the Meeting by teleconference, dial toll free at 1-800-747-5150, Access Code: 2419959#. Participants can listen to the Meeting but will not be permitted to vote at the Meeting unless the participant attends the Meeting in person.**

The Corporation reserves the right to take any further precautionary measures deemed to be appropriate, necessary or advisable in relation to the Meeting in response to further developments in the COVID-19 outbreak, including: (i) changing the Meeting date and/or changing the means of holding the Meeting; and (ii) such other measures as may be recommended by public health authorities. Should any such changes to the Meeting format occur, the Corporation will announce any and all of these changes by way of news release, which will be filed under the Corporation’s profile on SEDAR. In the event of any changes to the Meeting format due to the COVID-19 outbreak, the Corporation will not prepare or mail an amended Circular, Notice of Meeting or related proxy.

The nature of the business to be transacted at the Meeting is described in further detail in the Circular.

The record date for the determination of shareholders entitled to receive notice of and to vote at the Meeting is at the close of business on August 5, 2020 (the “**Record Date**”). Shareholders whose names have been entered in the register of shareholders at the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting.

The Corporation has elected to use the notice-and-access provisions under National Instrument 54-101 and National Instrument 51-102 (“**Notice-and-Access**”) to distribute Meeting materials to shareholders. Notice-and-Access is a set of rules that allow issuers to post electronic versions of proxy-related materials on SEDAR and on one additional website, rather than mailing paper copies to shareholders. The use of Notice-and-Access will reduce the Corporation’s printing and mailing costs and is more environmentally friendly as it will help to reduce paper use. Shareholders have the right to request hard copies of any materials posted online by the Corporation under Notice-and-Access.

Meeting materials, including the Circular, are available under the Corporation's SEDAR profile at [www.sedar.com](http://www.sedar.com) and on the Corporation's website at [www.northerngraphite.com/investors/agm-materials/](http://www.northerngraphite.com/investors/agm-materials/). The Corporation will provide to any shareholder, free of charge, upon request to the Corporation's transfer agent, TSX Trust Company, telephone no.: 1-866-600-5869 or e-mail: [TMXEInvestorServices@tmx.com](mailto:TMXEInvestorServices@tmx.com), a paper copy of the Circular and any financial statements or management discussion and analysis of the Corporation filed with the applicable securities regulatory authorities during the past year. In order to allow reasonable time for you to receive and review a paper copy of the Circular or other document prior to the proxy deadline, you should make your request for a paper copy to the Corporation's transfer agent by 4:00 p.m. (EDT) on September 14, 2020.

**A shareholder may attend the Meeting or any adjournment thereof in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournment thereof in person are requested to date, sign and return the accompanying form of proxy for use at the Meeting or any adjournment thereof. To be effective, the form of proxy for the Meeting must be deposited with the Corporation's registrar and transfer agent, TSX Trust Company, Proxy Department, at 100 Adelaide Street West, Suite 301, Toronto, Ontario, M5H 4H1, Facsimile No. (416) 595-9593, no later than 11:00 a.m. (EDT) on September 22, 2020 or at least 48 hours (excluding Saturdays, Sundays and statutory holidays in the Province of Ontario) before any adjournment or postponement of the Meeting.**

The instrument appointing a proxy shall be in writing and shall be executed by the shareholder or the shareholder's attorney authorized in writing or, if the shareholder is a company, under its corporate seal by an officer or attorney thereof duly authorized.

**The persons named in the form of proxy for the Meeting are directors and/or officers of the Corporation. Each shareholder of the Corporation has the right to appoint a proxyholder other than such persons, who need not be a shareholder, to attend and to act for such shareholder and on such shareholder's behalf at the Meeting. To exercise such right, the names of the nominees of management should be crossed out and the name of the shareholder's appointee should be legibly printed in the blank space provided.**

**DATED** at Ottawa, Ontario as of the 12th day of August, 2020.

**BY ORDER OF THE BOARD OF DIRECTORS**

*"Gregory B. Bowes"*

Gregory B. Bowes  
Chief Executive Officer