

BLACK SWAN GRAPHENE INC.

NOTICE AND ACCESS NOTIFICATION TO SHAREHOLDERS ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON FRIDAY, NOVEMBER 25, 2022

You are receiving this notification because **Black Swan Graphene Inc.** (the “**Corporation**”) has opted to use the “notice and access” model for the delivery of its management information circular (the “**Information Circular**”) to the holders (the “**Shareholders**”) of common shares in the capital of the Corporation in respect of its annual general meeting of Shareholders to be held on Friday, November 25, 2022 (the “**Meeting**”).

Under “notice and access” instead of receiving paper copies of the Information Circular, Shareholders are receiving this notice with information on how to access the Information Circular electronically. Shareholders will also be receiving a proxy or voting instruction form, as applicable, together with this notification to use to vote at the Meeting.

The use of this alternative means of delivery is more environmentally friendly and more economical. It reduces the Corporation’s paper use and it also reduces the Corporation’s printing and mailing costs.

MEETING DATE AND LOCATION

WHEN: Friday, November 25, 2022 at 10:00 a.m., Toronto time

WHERE: Virtually via Zoom:
<https://cozen.zoom.us/j/81303398770?pwd=YU9LZ2t6dmd4aDRBRytzVlFKUVYzd09>

Meeting ID: 813 0339 8770

Password: 406854

Due to the ongoing COVID-19 pandemic and in the best interest of the health of all participants in the Company’s Meeting, the Company is conducting a virtual only meeting. Shareholders will not be able to attend the Meeting in person. Instead, registered shareholders and duly appointed proxyholders can virtually attend, participate, vote or submit questions at the virtual Meeting online. However, the Company strongly recommends that shareholders vote by proxy or by a request for voting instructions in advance to ease the voting tabulation at the Meeting by Endeavor Trust Corporation.

TO ENSURE A SMOOTH PROCESS, THE COMPANY ASKS THAT REGISTERED SHAREHOLDERS AND DULY APPOINTED PROXYHOLDERS THAT WISH TO ATTEND AND VOTE AT THE MEETING REGISTER WITH ENDEAVOR TRUST CORPORATION BY EMAILING PROXY@ENDEAVORTRUST.COM BY 10:00 A.M. (TORONTO TIME) ON NOVEMBER 24, 2022.

SHAREHOLDERS WILL BE ASKED TO CONSIDER AND VOTE ON THE FOLLOWING MATTERS AT THE MEETING:

- **FINANCIAL STATEMENTS:** To receive the Corporation’s audited financial statements for the financial years ended April 30, 2022 and 2021, together with the auditor’s reports thereon. See section entitled “Additional Information” in the Information Circular.
- **APPOINTMENT AND REMUNERATION OF AUDITORS:** to appoint McGovern Hurley LLP, as auditors of the Corporation for the ensuing year and to authorize the Directors to fix their remuneration and the terms of their engagement. See the section entitled “Appointment Auditor” in the Information Circular.
- **FIX THE NUMBER OF DIRECTORS:** to fix the number of Directors of the Corporation at six and to elect Directors for the ensuing year. See the section entitled “Election of Directors” in the Information Circular.

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- **APPROVAL OF OMNIBUS EQUITY INCENTIVE PLAN:** to pass an ordinary resolution approving the Corporation's Omnibus Equity Incentive Plan. See the section entitled "Adoption of Omnibus Equity Incentive Plan" in the Information Circular.
- **APPROVAL OF GRANTS UNDER OMNIBUS EQUITY INCENTIVE PLAN:** to pass an ordinary resolution approving the Corporation's grant of 15,175,000 stock options and 7,875,000 restricted share units to the directors and officers of the Corporation. See the section entitled "Approval of Option and RSU Grants" in the Information Circular.
- **OTHER BUSINESS:** to transact such further or other business as may properly come before the Meeting or any adjournment or adjournments thereof.

SHAREHOLDERS ARE REMINDED TO REVIEW THE INFORMATION CIRCULAR PRIOR TO VOTING.

WEBSITES WHERE THE INFORMATION CIRCULAR IS POSTED:

The Information Circular can be viewed online under the Corporation's profile at www.sedar.com or on the Corporation's website at www.blackswangraphene.com.

The Financial Statement Request Card is included with the proxy and voting instruction form.

HOW TO OBTAIN PAPER COPIES OF THE INFORMATION CIRCULAR

Shareholders may request paper copies of the Information Circular and other meeting materials, including the audited consolidated financial statements of the Corporation for the years ended April 30, 2022 and 2021 and the reports of the auditors thereon and related Management's Discussion and Analysis, by first class mail, courier or the equivalent at no cost to the shareholder. Requests by email to phardy@blackswangraphene.com or by calling toll-free at 1-888-787-0888. Requests may be made up to one year from the date the Information Circular was filed on SEDAR.

For Shareholders who wish to receive paper copies of the Information Circular in advance of the voting deadline, requests must be received **no later than November 18, 2022**. The Information Circular will be sent to such Shareholders within three business days of their request if such requests are made before the Meeting. Following the Meeting, the Information Circular will be sent to such Shareholders within ten days of their request. **Requests must be made by email to phardy@blackswangraphene.com or by calling toll-free at 1-888-787-0888.**

VOTING

YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your securities, you must vote using the method set out in the enclosed voting instruction form or proxy.

Registered Holders are asked to return their proxies using the following methods by the proxy deposit date noted on your proxy, which is by 10:00 a.m., Toronto time, on Wednesday, November 23, 2022:

ONLINE:	Go to www.eproxy.ca and follow the instructions.
EMAIL:	Send to proxy@endeavortrust.com
FACSIMILE:	Fax to Endeavor Trust Corporation at 604-559-8908.
MAIL:	Complete the form of proxy or any other proper form of proxy, sign it and mail it to: Endeavor Trust Corporation Suite 702, 777 Hornby Street, Vancouver, BC V6Z 1S4

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Beneficial Holders are asked to return their voting instructions using the following methods at least one business day in advance of the proxy deposit date noted on your voting instruction form:

- INTERNET:** Go to www.proxyvote.com and follow the instructions.
MAIL: Complete the voting instruction form, sign it and mail it in the envelope provided.

Shareholders with questions about notice and access can call toll free at 1-888-787-0888.
