

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON WEDNESDAY, OCTOBER 9, 2024

NOTICE IS HEREBY GIVEN that an annual and special meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares (“**Common Shares**”) of Black Swan Graphene Inc. (the “**Company**”) will be held via teleconference on Wednesday, October 9, 2024 at 10:00 a.m. (Eastern time), for the following purposes:

1. to receive the Company’s consolidated audited financial statements as at and for the fiscal year ended December 31, 2023, 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;
3. to appoint McGovern Hurley 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, re-approve the adoption of the Company’s Omnibus Incentive Plan, which will authorize the board of directors of the Company (the “**Board**”) to grant options to purchase Common Shares to directors, senior officers, employees, consultants and other eligible service providers (or corporations controlled by such persons) of the Company and its subsidiaries subject to the rules and regulations of applicable regulatory authorities, 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 items of business that may be properly brought 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 Meeting (this “**Notice of Meeting**”).

The Meeting will be held virtually at 10:00 a.m. (Eastern time) on October 9, 2024. The Company is hosting the Meeting via teleconference, accessible by the following Zoom particulars:

<https://us02web.zoom.us/j/81449486418?pwd=Q8nGZQSnUQKXb0bK91eruyCpVX8Rpn.1>

Meeting ID: 814 4948 6418

Passcode: 245952

Find your local number: <https://us02web.zoom.us/u/kckXikFnUB>

Shareholders are encouraged to join the Meeting at least 15 minutes before the Meeting starts.

The Company is hosting the Meeting virtually in order to provide Shareholders with an equal opportunity to attend and participate at the Meeting, regardless of their geographic location or the particular constraints or circumstances that they may face.

Shareholders are entitled to vote at the Meeting either by telephonic means or by proxy with each Common Share entitling the holder thereof to one vote at the Meeting. The Board has fixed August 20, 2024 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 (“**VIF**”), as applicable, which accompanies this Notice of Meeting. Proxies must be received by the Company’s transfer agent and registrar for the Common Shares, Endeavor Trust Corporation (“**Endeavor**”), not later than 10:00 a.m. (Eastern time) on October 7, 2024 (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. (“**Broadridge**”), you should follow the instructions provided by your Intermediary to ensure your vote is counted at the Meeting

NOTICE-AND-ACCESS

As permitted by Canadian securities regulators, you are receiving this notification as the Company has decided to use the “notice-and-access” mechanism for delivery to Shareholders of this Notice of Meeting, the Circular and other proxy-related materials (together, the “**Meeting Materials**”), as well as the Financial Statements and related management’s discussion and analysis (together, the “**Financial Materials**”). The Company has adopted notice-and-access for both registered and non-registered Shareholders. Notice-and-access is a set of rules that allows issuers to post electronic versions of proxy-related materials online, via SEDAR+ (www.sedarplus.ca) and one other website, rather than mailing paper copies of such materials to Shareholders. Under notice-and-access, Shareholders still receive a proxy form or VIF enabling them to vote at the Meeting. However, instead of paper copies of the Meeting Materials and of the Financial Materials, Shareholders receive this notice which contains information on how they may access the Meeting Materials and the Financial Materials online and how to request paper copies of such documents. The use of notice-and-access will directly benefit the Company by substantially reducing its printing and mailing costs and is more environmentally friendly as it reduces paper use.

The Corporation will not rely upon the use of ‘stratification’. Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a paper copy of the information circular to some, but not all, of its Shareholders, along with the notice of meeting. In relation to the Meeting, all Shareholders will receive the documentation required under the Notice-and-Access Provisions and all documents required to vote at the Meeting. No Shareholder will receive a paper copy of this Information Circular from the Corporation or any intermediary unless such Shareholder specifically requests same.

You can access the Meeting Materials and the Financial Materials electronically by visiting the Company’s website at <https://blackswangraphene.com/annualmeeting2024/> and under the Company’s profile on SEDAR+ at www.sedarplus.ca. Shareholders are reminded to review the Circular and other proxy-related materials prior to voting.

The Company will provide a paper copy of the Meeting Materials or the Financial Materials to any Shareholder, free of charge, for a period of one year from the date the Circular is filed on SEDAR+. You may request a paper copy at any time before the Meeting by contacting the Company at info@blackswangraphene.com in which case your request will be processed within three business days and the requested documents will be sent by first-class mail, courier or equivalent. To ensure receipt of the paper copies in advance of the voting deadline and Meeting date, we estimate that your request must be received by no later than 5:00 p.m. (Eastern time) on September 27, 2024. Please note that you will not receive another form of proxy or VIF, so please keep the one you received with this notice. After the Meeting, requests may be made by calling the same numbers, and each request will be processed within ten calendar days.

If you have any questions regarding this Notice of Meeting, the notice-and-access mechanism or the Meeting, whether you are a registered or non-registered Shareholder, please contact the Company at info@blackswangraphene.com

DATED at Toronto, Ontario as of the 20th day of August, 2024

BY ORDER OF THE BOARD OF DIRECTORS

(signed) "*Simon Marcotte*"
President, Chief Executive Officer and Director

VOTE USING THE FOLLOWING METHODS PRIOR TO THE MEETING

Voting Method	Registered Shareholders and Non-Objecting Beneficial Owners 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 Endeavor	Objecting Beneficial Owners If your Common Shares are held with a broker and you received a VIF from Broadridge or your broker
Internet	www.eproxy.ca	-
Facsimile	604-559-8908	Complete, date and sign the VIF and fax it to the number listed therein.
Return of proxy or VIF by email	proxy@endeavortrust.com	N/A
Return of proxy or VIF by regular mail	Endeavor Trust Corporation Attention: Proxy Department 702 – 777 Hornby Street Vancouver, BC V6Z 1S4	Complete, date and sign the VIF and mail it to the address listed therein.