



**Focus Graphite Inc.**

945 Princess St.  
BOX 116  
Kingston, Ontario  
CANADA, K7L 0E9

P 613-241-4040  
F 613-900-4619

[focusgraphite.com](http://focusgraphite.com)

**NOTICE OF AN ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN THAT** an annual and special meeting (the "**Meeting**") of the shareholders of Focus Graphite Inc. (the "**Corporation**") will be held at the Ottawa Hunt and Golf Club, 1 Hunt Club Road, Ottawa, Ontario K1V 1B9, on May 21, 2019, at 9.30 a.m. (eastern time) for the following purposes:

1. to receive the financial statements of the Corporation for the fiscal year ended September 30, 2018, together with the report of the auditors thereon;
2. to elect the directors for the forthcoming year;
3. to appoint the auditors of the Corporation and to authorize the Board of Directors to fix their remuneration;
4. to consider, and if deemed advisable to adopt, a resolution, the text of which is in the Management Information Circular of the Corporation dated April 10, 2019 (the "**Circular**"), approving and confirming the Stock Option Plan of the Corporation; and
5. to transact such other business that may properly be brought before the Meeting.

Additional information on the above matters can be found in the Circular under the headings "Election of Directors", "Appointment of Auditors" and "Approval of Stock Option Plan".

**Notice-and-Access.**

The Corporation has elected to use "notice-and-access" rules ("**Notice-and-Access**") under *National Instrument 54-101 Communication with Beneficial Owners of Securities of a Reporting Issuer* ("**NI 54-101**") for distribution of its Proxy-Related Materials (as defined below) to shareholders who do not hold shares of the Corporation in their own names (referred to herein as "**Beneficial Shareholders**"). Notice-and-Access is a set of rules that allows issuers to post electronic versions of proxy-related materials on SEDAR and on one additional website, rather than mailing paper copies. "**Proxy-Related Materials**" refers to the Circular, this Notice of Meeting, a voting instruction form ("**VIF**"), the Corporation's 2018 annual report containing the Corporation's annual audited financial statements for the year ended September 30, 2018 and the related Management's Discussion and Analysis.

The use of Notice-and-Access is more environmentally friendly as it will help reduce paper use. It will also reduce the Corporation's printing and mailing costs. Beneficial Shareholders may obtain further information about Notice-and-Access by contacting Broadridge Financial Solutions, Inc. toll free at 1-855-887-2244.

The Corporation is not using Notice-and-Access for delivery to shareholders who hold their shares directly in their respective names (referred to herein as "**Registered Shareholders**"). Registered Shareholders will receive paper copies of the Circular and related materials via prepaid mail.



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**Websites Where Proxy-Related Materials are Posted**

The Proxy-Related Materials are available on the Corporation's website at [www.focusgraphite.com](http://www.focusgraphite.com) and under the Corporation's profile on SEDAR at [www.sedar.com](http://www.sedar.com).

**Notice Package**

Although the Proxy-Related Materials have been posted on-line as noted above, Beneficial Shareholders are receiving paper copies of a notice package via prepaid mail, including this Notice of Annual and Special Meeting, containing information prescribed by NI 54-101 such as: the date, time and location of the Meeting and the website addresses where the Proxy-Related Materials are posted, a VIF, and supplemental mail list return card for Beneficial Shareholders to request they be included in the Corporation's supplementary mailing list for receipt of the Corporation's interim financial statements for the 2019 fiscal year.

**How to Obtain Paper Copies of Proxy-Related Materials**

Beneficial Shareholders may obtain paper copies of the Circular free of charge by contacting Broadridge Financial Solutions, Inc. toll free at 1-877-907-7643. Any request for paper copies which are required in advance of the Meeting should be sent so that the request is received by the Corporation by 5:00 p.m. (eastern time) on May 10, 2019 in order to allow sufficient time for Beneficial Shareholders to receive their paper copies and to return their VIF by the due date. After the Meeting date, Beneficial Shareholders may obtain paper copies of the Circular free of charge by contacting the Secretary of the Corporation at 613-241-4040.

**Voting**

The Board of Directors has fixed the close of business on April 1, 2019 as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Shareholders are urged to review the Circular before voting. No person who becomes a shareholder after the record date will be entitled to vote or act at the Meeting or any adjournment thereof.

Beneficial Shareholders are encouraged to express their vote in advance by completing and signing the enclosed voting instruction form and returning it in accordance with the instructions provided to them by their broker or other intermediary.

Registered Shareholders are encouraged to express their vote in advance by completing the enclosed form of proxy. Detailed instructions on how to complete and return proxies are provided on page 2 of the Circular. To be effective, the completed form of proxy must be deposited with the Corporation's transfer agent and registrar, Computershare Investor Services Inc. (Attention: Proxy Department), 100 University Avenue, 8<sup>th</sup> Floor, Toronto, Ontario M5J 2Y1, at any time prior to 5:00 p.m. (eastern time) on May 16, 2019 or with the Secretary of the Corporation before the commencement of the Meeting or at any adjournment thereof. Registered Shareholders may also vote their shares by telephone or through the internet using the procedures described in the



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procedures described in the enclosed form of proxy.

Dated at Ottawa, Ontario, this 10<sup>th</sup> day of April, 2019.

**BY ORDER OF THE BOARD OF DIRECTORS**

*(s) Gary Economo*  
Gary Economo  
Chief Executive Officer