

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. Inc. (the “**Corporation**”) will be held virtually at 1-800-669-6180 (Canada and US) Participant Code 745484, on August 29, 2024, at 10.00am (eastern time) for the following purposes:

1. to receive the financial statements of the Corporation for the fiscal year ended September 30, 2023, 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 approve the equity incentive plan
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 Equity Incentive Plan”.

The Corporation is actively monitoring the COVID-19 situation and are sensitive to the public health and travel concerns our Shareholders may have and the protocols that federal, provincial, and local governments may impose. We strongly encourage each Shareholder to submit a form of proxy or voting instruction form in advance of the Meeting and not plan on attending the Meeting in person, in order to comply with government orders concerning the maximum size of public gatherings and required social distancing parameters. Depending on the circumstances, the Corporation may be unable to admit Shareholders to the Meeting.

To further mitigate the risk of the spread of this virus, the Meeting will be made accessible by audio conference at 1 800 669 6180 (Canada and US) Participant Code 745484. This call will be listen-only and shareholders will not be able to vote or speak at, or otherwise participate in the Meeting via the conference call.

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 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 this Circular, the Notice of Meeting, a voting instruction form (“**VIF**”), the Corporation’s 2023 annual report containing the Corporation’s annual audited financial statements for the year ended September 30, 2023 and the related Management’s Discussion and Analysis.

The use of the 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 this Circular, related materials and the Corporation’s 2023 annual report via prepaid mail.

Websites Where Proxy-Related Materials are Posted

The Proxy-Related Materials are available on the Corporation’s website at www.focusgraphite.com and under the Corporation’s profile on SEDAR at www.sedar.com.

Notice Package

Although the Proxy-Related Materials have been posted on-line as noted above, Beneficial Shareholders will receive paper copies of a notice package (“**Notice Package**”) via prepaid mail containing information and documents prescribed by NI 54-101 such as: the date, time and location of the Meeting, 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 2024 fiscal year.

How to Obtain Paper Copies of Proxy-Related Materials

Beneficial Shareholders may obtain paper copies of the Circular and the Corporation’s 2023 annual report 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 August 9, 2024 in order to allow sufficient time for Beneficial Shareholders to receive their paper copies and to return their VIFs 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 July 17, 2024 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, 8th Floor, Toronto, Ontario M5J 2Y1, at any time prior to 5:00 p.m. (eastern time) on August 27, 2024 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 procedures described in the enclosed form of proxy.

Dated at Ottawa, Ontario, this 16th day of July, 2024.

BY ORDER OF THE BOARD OF DIRECTORS

(s) Marc Roy

Marc Roy
Chief Executive Officer