

**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 May 19, 2022, at Noon (eastern time) for the following purposes:

1. to receive the financial statements of the Corporation for the fiscal year ended September 30, 2021, 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 1, 2022 (the “**Circular**”), approving and confirming the Stock Option Plan of the Corporation; and
5. to consider, and if thought appropriate, pass a special resolution approving an amendment to the Corporation’s articles to consolidate its Common Shares on the basis of one (1) Common Share for every ten (10) Common Shares issued and outstanding immediately prior to the effective date of the consolidation, the full text of which special resolution is set out in Schedule B to the Circular.
6. 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”, “Approval of Stock Option Plan” and “Share Consolidation”.

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.

Dated at Ottawa, Ontario, this 1st day of April, 2022.

BY ORDER OF THE BOARD OF DIRECTORS

(s) Marc Roy
Marc Roy
Chief Executive Officer