

**GRAPHITE ONE INC.**

**AMENDMENT TO MANAGEMENT INFORMATION CIRCULAR**

**FOR THE ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS ON JUNE 28, 2024**

The management information circular of Graphite One Inc. (the “**Company**”) dated May 15, 2024 with respect to the annual general and special meeting of the shareholders of the Company to be held on June 28, 2024 (the “**Meeting**”), unintentionally included certain “**Audit Fees**” in the “**All Other Fees**” categories for the table below.

The correct aggregate fees billed by the Company’s external auditors in the fiscal years ended December 31, 2023 and December 31, 2022 for audit and other services is set forth below:

<b>Year Ended</b>	<b>Audit Fees<sup>(1)</sup> CA\$</b>	<b>Audit –Related Fees<sup>(2)</sup> CA\$</b>	<b>Tax Fees<sup>(3)</sup> CA\$</b>	<b>All Other Fees CA\$</b>
2023	\$163,758	-	\$48,015	\$0
2022	\$73,453	-	\$25,680	\$8,560

Notes:

- (1) “**Audit Fees**” include fees necessary to perform the annual audit of the Company for the years ended December 31, 2023 and 2022. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.
- (2) “**Audit-Related Fees**” include services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.
- (3) “**Tax Fees**” include fees for all tax services other than those included in “**Audit Fees**” and “**Audit-Related Fees**”. This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.

**By order of the Board of Directors,**

(signed) “*Anthony Huston*”

Anthony Huston  
President and Chief Executive Officer