

GRAPHENE MANUFACTURING GROUP LTD.

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NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual general meeting (the "**Meeting**") of the shareholders of Graphene Manufacturing Group Ltd. (the "**Company**" or "**GMG**") will be held **virtually on Friday, November 26, 2021, at 8 a.m. Brisbane AEST** (being **Thursday, November 25, 2021, at 5 p.m. (Canadian Eastern Standard Time)**). Registered Shareholders (as defined in the accompanying information circular (the "**Circular**")) and duly appointed proxyholders can attend the Meeting online at meetnow.global/MUTM76J where they can participate, vote, or submit questions during the Meeting's live webcast.

At the Meeting, the shareholders will consider resolutions, for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company for the year ended June 30, 2021 together with the auditor's report thereon;
2. To fix the number of directors for the ensuing year at six (6);
3. To elect directors for the ensuing year;
4. To appoint BDO Audit Pty Ltd. as the Company's auditors for the ensuing fiscal year at a remuneration to be fixed by the directors;
5. To consider and, if thought fit, to pass, with or without variation, an ordinary resolution to approve the Company's 10% rolling stock option plan;
6. To consider and, if thought fit, to pass, with or without variation, an ordinary resolution of the disinterested shareholders, to approve the adoption of the Company's proposed share incentive plan providing for the grant of restricted share units and performance share units, as more particularly set out in the accompanying Circular;
7. To consider and, if thought fit, to pass, with or without variation, an ordinary resolution of the disinterested shareholders approving, confirming and ratifying the grant of an aggregate of 259,319 restricted share units and performance share units to certain employees and consultants of the Company, as previously approved by the board of directors of the Company and as more particularly set out in the accompanying information circular; and
8. To transact such further or other business as may properly come before the Meeting and any adjournments thereof.

The specific details of the foregoing matters to be put before the Meeting are set forth in the Circular accompanying this notice. **This notice is accompanied by the Circular, a form of proxy and a supplemental mailing list return card.**

In light of the ongoing public health concerns related to COVID-19, and based on government recommendations to avoid large gatherings, the Company will not be permitting attendance in person. Shareholders are urged to vote on the matters before the Meeting by proxy and to attend the Meeting through the virtual access details provided below.

The record date for determination of the Company's shareholders entitled to receive notice of and to vote at the Meeting is Thursday, October 21, 2021 (the "**Record Date**"). Only holders of record of common shares of the Company at the close of business on the Record Date will be entitled to vote in respect of the matters to be voted on at the Meeting or any adjournment or postponement thereof. Only the matters referred to in this notice of Meeting will be addressed at the Meeting. There will be no additional presentations at the Meeting.

Proxies to be used at the Meeting must be deposited with the Company, c/o the Company's transfer agent, Computershare Investor Services Inc., Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1 no later than **5 p.m. (Canadian Eastern Standard Time) on Tuesday, November 23, 2021**, or no later than 48 hours (excluding Saturdays, Sundays and statutory holidays) prior to the date on which the Meeting or any adjournment(s) thereof is held, unless the chairman of the Meeting elects to exercise his or her discretion to accept proxies received subsequently.

Non-registered shareholders who receive these materials through their broker or other intermediary are requested to follow the instructions for voting provided by their broker or intermediary, which may include the completion and delivery of a voting instruction form.

The form of proxy accompanies this notice of Meeting. The audited consolidated financial statements and related Management Discussion and & Analysis for the Company for the financial year ended June 30, 2021 are available upon request to the Company or they can be found on SEDAR at www.sedar.com.

DATED at Brisbane, Australia this 27th day of October, 2021.

BY ORDER OF THE BOARD

"Craig Nicol"

Craig Nicol

Chief Executive Officer