

GRAPHENE MANUFACTURING GROUP LTD.

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Form of Proxy - Annual General Meeting to be held on Friday, November 25, 2022, at 8:00 am Brisbane Australian Eastern Standard Time
(being Thursday, November 24, 2022 at 2:00 pm (Canadian Pacific Standard Time))

This Form of Proxy is solicited by and on behalf of Management.

Notes to proxy

1. Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the Management Nominees whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).
2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you may be required to provide documentation evidencing your power to sign this proxy with signing capacity stated.
3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
4. If a date is not inserted in the space provided on the reverse of this proxy, it will be deemed to bear the date on which it was mailed to the holder by Management.
5. **The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter, and the proxy appoints the Management Nominees listed on the reverse, this proxy will be voted as recommended by Management.**
6. The securities represented by this proxy will be voted in favour, or withheld from voting, or voted against each of the matters described herein, as applicable, in accordance with the instructions of the holder, on any ballot that may be called for. If you have specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
7. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting and Management Information Circular or other matters that may properly come before the meeting or any adjournment or postponement thereof, unless prohibited by law.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

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Proxies submitted must be received by 2:00 pm, Canadian Pacific Standard Time on Tuesday, November 22, 2022.



Appointment of Proxyholder

I/We being holder(s) of securities of Graphene Manufacturing Group Ltd. (the "Company") hereby appoint: Guy Outen, a director of the Company, or failing this person, Craig Nicol, Chief Executive Officer and a director of the Company, or failing this person, Frederick Kotzee, Chief Financial Officer and a director of the Company (the "Management Nominees")

OR

Print the name of the person you are appointing if this person is someone other than the Management Nominees listed herein.

Note: If completing the appointment box above YOU MUST go to <https://www.computershare.com/graphene> and provide Computershare with the name and email address of the person you are appointing. Computershare will use this information ONLY to provide the appointee with a user name to gain entry to the online meeting.

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the holder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and on all other matters that may properly come before the Annual General Meeting of shareholders of the Company to be held virtually at <https://web.lumiagm.com/445493549> on Friday, November 25, 2022, at 8:00 am, Brisbane Australian Eastern Standard Time (being Thursday, November 24, 2022 at 2:00 pm (Canadian Pacific Standard Time)), and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED TEXT** OVER THE BOXES.

1. Election of Directors

	For	Withhold		For	Withhold		For	Withhold
01. Guy Outen	<input type="checkbox"/>	<input type="checkbox"/>	02. Craig Nicol	<input type="checkbox"/>	<input type="checkbox"/>	03. Frederick Kotzee	<input type="checkbox"/>	<input type="checkbox"/>
04. Dr. Emma Fitzgerald	<input type="checkbox"/>	<input type="checkbox"/>	05. Robert Shewchuk	<input type="checkbox"/>	<input type="checkbox"/>	06. William Ollerhead	<input type="checkbox"/>	<input type="checkbox"/>

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2. Appointment of Auditors

Appointment of BDO Audit Pty Ltd., Chartered Professional Accountants as Auditors of the Company for the ensuing year and authorizing the Directors to fix their remuneration.

For	Withhold
<input type="checkbox"/>	<input type="checkbox"/>

3. Stock Option Plan

To consider and, if thought fit, approve by ordinary resolution the Company's 10% rolling stock option plan, as more particularly set out in the accompanying information circular.

For	Against
<input type="checkbox"/>	<input type="checkbox"/>

4. Adoption of Share Incentive Plan

To consider and, if thought fit, to pass an ordinary resolution to approve the Company's share incentive plan, as more particularly set out in the accompanying information circular.

For	Against
<input type="checkbox"/>	<input type="checkbox"/>

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Signature of Proxyholder

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. If no voting instructions are indicated above, and the proxy appoints the Management Nominees, this Proxy will be voted as recommended by Management.

Signature(s)

Date

MM / DD / YY

