

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 Tuesday, November 28, 2023, at 8:00 a.m. Brisbane Australian Eastern Standard Time ("AEST")** (being **Monday, November 27, 2023, at 2:00 p.m. (Canadian Pacific Standard Time)**). Registered Shareholders (as defined in the accompanying information circular (the "**Circular**")) and duly appointed proxyholders can attend the Meeting online at: <https://web.lumiagm.com/441166300>, password "**graphene2023**", 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, 2023 together with the auditor's report thereon;
2. To elect directors for the ensuing year;
3. 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;
4. 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; and
5. 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.**

The Meeting will be held virtually and 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 the Meeting is Monday, October 16, 2023 (the "**Record Date**"). Only the matters referred to in this notice of Meeting will be addressed 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 2:00 p.m. (Canadian Pacific Standard Time) on Thursday, November 23, 2023, 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.

To access the meeting:

You can attend the Meeting online at <https://web.lumiagm.com/441166300>, by:

1. Entering your **15-digit control number** (located on the form of proxy) and the password “**graphene2023**”; or
2. Log in as a guest.

LUMI Global – User Guide:

Please note that the “LUMI Global User Guide – Virtual Meeting” will be available via on the Company’s website at: <https://graphenemg.com/agm-materials/>

To participate online:

Make sure the browser on your device is compatible. You will need the latest version of Chrome, Safari, Edge or Firefox. Internet Explorer is not supported.

Caution:

Internal network security protocols including firewalls and VPN connections may block access to the Lumi platform for your meeting. If you are experiencing any difficulty connecting or watching the meeting, ensure your VPN setting is disabled or use a computer on a network not restricted to security settings of your organization.

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, 2023 are available upon request to the Company or they can be found on SEDAR+ at <https://www.sedarplus.ca/>.

DATED at Brisbane, Australia this 16th day of October, 2023.

BY ORDER OF THE BOARD

“Guy Outen”

Guy Outen

Board Chair and Non Executive Director