



Notice of Availability of Proxy Materials  
for  
GRAPHANO ENERGY CORP.  
(the "Company")

Annual General and Special Meeting

Meeting Date and Time: Thursday, April 25, 2024, at 9:00 a.m. (Pacific Time) / 12:00 p.m. (Eastern Time)

Location: Meeting is being held via web/teleconference

WEB/TELECONFERENCE REGISTRATION

Registered Shareholders and proxyholders who have completed the Company's web/teleconference registration process will be able to attend the Meeting via web/teleconference. Non-registered Shareholders who have appointed themselves as proxyholder through their intermediary will also be able to attend the Meeting via web/teleconference. Non-registered Shareholders who have not duly appointed themselves as proxyholder will not be permitted to attend the Meeting. This procedure is in place to ensure that the Company and its transfer agent can verify the identity of attending Shareholders. The Company and its transfer agent do not have a full record of the Company's non-registered Shareholders and, as a result, may have no knowledge of their shareholdings or entitlement to vote unless they appoint themselves as proxyholder. Please refer to the "Appointment of Proxy" and "Advice to Non-Registered Shareholders" sections of the Circular (as defined herein) for additional information.

WEB/TELECONFERENCE REGISTRATION PROCESS

Advance registration for the Meeting is required by emailing the following information to the Corporate Administrator of the Company at [janet@keystonecorp.ca](mailto:janet@keystonecorp.ca):

- (a) the name of the Shareholder in which common shares of the Company are held; and
- (b) an email address and/or telephone number at which the Corporate Administrator may contact such Shareholder in order to provide the web/teleconference number, Meeting ID and passcode, or request additional information, as necessary.

The web/teleconference number will be provided only to Shareholders and proxyholders who complete the registration process.

Please be advised that the proxy materials for the above noted meeting of shareholders are available for viewing and downloading online. This document provides an overview of these materials, but you are reminded to access and review the Circular and other proxy materials available online prior to voting. These materials are available at:

<https://www.graphano.com/investors/information-circular/>

OR

[www.sedarplus.ca](http://www.sedarplus.ca)

**Obtaining Paper Copies of the Proxy Materials:** Shareholders may request to receive paper copies of the proxy materials related to the above referenced meeting by mail at no cost. Requests for paper copies must be received by the Company at 5:00 p.m. (Pacific Time) on Monday, April 15, 2024, in order to receive the paper copy in advance of the meeting. Shareholders may request to receive a paper copy of the materials for up to one year from the date the materials were filed on [www.sedarplus.ca](http://www.sedarplus.ca).

For more information regarding notice-and-access or to obtain a paper copy of the materials you may contact the Company via email to [janet@keystonecorp.ca](mailto:janet@keystonecorp.ca) or call Janet Francis at 604-612-2111.

### **Notice of Meeting**

The resolutions to be voted on at the meeting, described in detail in the Company's Management Information Circular dated February 28, 2024 (the "**Circular**"), are as follows:

1. to receive and consider the audited financial statements of the Company, together with the notes thereto and the auditor's reports thereon, for the financial years ended July 31, 2023, July 31, 2022, and July 31, 2021 (see the section entitled "*Section 4 - Particulars of Matters to be Acted Upon – 1. Financial Statements*" on page 6 of the Circular);
2. to fix the number of directors of the Company at five (5) (see the section entitled "*Section 4 - Particulars of Matters to be Acted Upon – 2. Fixing the Number of Directors*" on pages 7-9 of the Circular);
3. to elect directors of the Company to hold office until the next annual meeting of shareholders, as more particularly described in the Circular (see the section entitled "*Section 4 - Particulars of Matters to be Acted Upon – 3. Election of Directors*" on pages 7-10 of the Circular);
4. to appoint Wasserman Ramsay, Chartered Professional Accountants, as auditor of the Company for the ensuing year and to authorize the directors of the Company to fix the remuneration to be paid to the auditor (see the section entitled "*Section 4 - Particulars of Matters to be Acted Upon – 4. Appointment of Auditor*" on page 10 of the Circular);
5. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution approving the adoption of a new security-based compensation plan of the Company, in the form attached as Appendix "A" to and as more particularly described in the Circular (see the section entitled "*Section 4 - Particulars of Matters to be Acted Upon – 5. Security-Based Compensation Plan*" on pages 10-15 of the Circular); and
6. to transact such further and other business as may be properly brought before the Meeting and any adjournment thereof.

**Voting:** The Company reminds shareholders that it is important to review the Circular before voting.

To vote your securities, please refer to the instructions on the enclosed Proxy or Voting Instruction Form. Your Proxy or Voting Instruction Form must be received by **9:00 a.m. (Pacific Time) / 12:00 a.m. (Eastern Time) on Tuesday, April 23, 2024.**

**Stratification:** The Company is providing paper copies of its Circular only to those registered shareholders and beneficial shareholders that have previously requested to receive paper materials.

**Annual Financial Statements:** The Company is providing paper copies or emailing electronic copies of its annual financial statements to registered shareholders and beneficial shareholders that have opted to receive annual financial statements and have indicated a preference for either delivery method.