



United Kingdom Building
350 – 409 Granville Street
Vancouver, BC V6C 1T2

Form of Proxy – Annual General and Special Meeting to be held on April 25, 2024

Appointment of Proxyholder

I/We being the undersigned holder(s) of **Graphano Energy Ltd.** hereby appoint **Dr. Luisa Moreno, Chief Executive Officer and Director of the Company**, or failing this person, **Jay Richardson, Chief Financial Officer and Director of the Company**, or failing this person, **Janet Francis, Corporate Administrator of the Company** (together, the “**Management Proxyholders**”).

OR

Print the name of the person you are appointing if this person is someone other than the **Management Proxyholders listed herein:**

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 all other matters that may properly come before the **Annual General and Special Meeting** (the “**Meeting**”) of **Graphano Energy Ltd.** to be held by **web/teleconference** on **Thursday, April 25, 2024, at 9:00 a.m., Pacific Time/12.00 p.m., Eastern Time**, or at any adjournment thereof.

1. Number of Directors. To set the number of directors to be elected at the Meeting to at five (5).						For <input type="checkbox"/>	Against <input type="checkbox"/>
2. Election of Directors.	For	Withhold		For	Withhold	For	Withhold
a. Dr. Luisa Moreno	<input type="checkbox"/>	<input type="checkbox"/>	b. James (Jay) Richardson	<input type="checkbox"/>	<input type="checkbox"/>	c. Nathan Rotstein	<input type="checkbox"/>
d. Roger Dahn	<input type="checkbox"/>	<input type="checkbox"/>	e. Martin Kepman	<input type="checkbox"/>	<input type="checkbox"/>		<input type="checkbox"/>
3. Appointment of Auditors. To appoint Wasserman Ramsay, Chartered Professional Accountants, as auditor of the Company to hold office until the earlier of the close of the next annual meeting of shareholder of the Company or their earlier resignation or replacement, and to authorize the directors of the Company to set the remuneration to be paid to the auditor.						For <input type="checkbox"/>	Withhold <input type="checkbox"/>
4. Security Based Compensation Plan. To consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution approving the Company’s new Security Based Compensation Plan, as more particularly set forth in the Management Information Circular of the Company dated February 28, 2024.						For <input type="checkbox"/>	Against <input type="checkbox"/>
5. Other Business. To vote in the proxyholder’s discretion on any amendments or variations to the matters identified above or such other business as may properly be brought before the Meeting or any continuation of the Meeting after an adjournment or postponement.						For <input type="checkbox"/>	Against <input type="checkbox"/>

Authorized Signature(s) – This section must be completed for your instructions to be executed.

Signature(s):

Date

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, **this Proxy will be voted as recommended by Management.**

_____/_____/_____
MM / DD / YY

This form of proxy is solicited by and on behalf of Management.

Proxies must be received by 9:00 a.m., Pacific Time/12.00 p.m., Eastern Time, on Tuesday, April 23, 2024.

Notes to Proxy

1. Each holder has the right to appoint a person, who need not be a holder, to attend and represent him or her at the Meeting. If you wish to appoint a person other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided on the reverse.
2. If the securities are registered in the name of more than one holder (for example, joint ownership, trustees, executors, etc.) then all of the registered owners must sign this proxy in the space provided on the reverse. 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 appears on the proxy.
4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.
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, this proxy will be voted as recommended by Management.
6. The securities represented by this proxy will be voted or withheld from voting, in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has 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 to matters identified in the Notice of Meeting or other matters that may properly come before the meeting.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

INSTEAD OF MAILING THIS PROXY, YOU MAY SUBMIT YOUR PROXY USING SECURE ONLINE VOTING AVAILABLE ANYTIME:



To Vote Your Proxy Online please visit:

<https://login.odysseytrust.com/pxlogin>

You will require the CONTROL NUMBER printed with your address to the right.

If you vote by Internet, do not mail this proxy.

To request the receipt of future documents via email and/or to sign up for Securityholder Online services, you may contact Odyssey Trust Company at www.odysseycontact.com.

Voting by mail may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual. A return envelope has been enclosed for voting by mail.