



**Notice of Availability of Proxy Materials  
for  
GRAPHANO ENERGY LTD.  
(the “Company”)**

**Annual General Meeting  
(the “Meeting”)**

**Meeting Date and Time: Friday, July 25, 2025, at 8:30 a.m. (Pacific Time)**

**Location: 220 - 145 Chadwick Court, North Vancouver, BC V7M 3K1**

---

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

[https://graphano.com/investors/Shareholder Meeting Materials/](https://graphano.com/investors/Shareholder_Meeting_Materials/)

**OR**

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

---

**Obtaining Paper Copies of the Proxy Materials**

Securityholders 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 **Monday, July 11, 2025**, 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 our transfer agent, Odyssey Trust Company, via [www.odysseycontact.com](http://www.odysseycontact.com) or by phone at 1-888-290-1175 (toll-free within North America) or 1-587-885-0960 (direct from outside North America).

---

**Notice of Meeting**

The resolutions to be voted on at the meeting, described in detail in the Company’s Management Information Circular dated June 5, 2025 (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 report thereon, for the financial year ended July 31, 2024 (see the section entitled “*Section 4 - Particulars of Matters to be Acted Upon – Financial Statements*”);
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 – Fixing the Number of Directors*”);

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 – Election of Directors*”);
4. to appoint Kreston GTA LLP, 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 – Appointment of Auditor*”);
5. to consider and, if thought fit, to pass an ordinary resolution approving and ratifying the Company’s Omnibus Equity Incentive Plan, as more particularly described in the Circular (see the section entitled “*Section 4 - Particulars of Matters to be Acted Upon – Approval of Omnibus Equity Incentive Plan*”); and
6. to transact such 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 **8:30 a.m., Pacific Time, on Wednesday, July 23, 2025.**

**Stratification**

The Issuer 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 Issuer 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.