

SRG GRAPHITE INC.

NOTICE OF THE ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON JUNE 20, 2019

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting (the "**Meeting**") of the holders (the "**Shareholders**") of common shares (the "**Common Shares**") of SRG Graphite Inc. (the "**Corporation**") will be held in the Boardroom at Suite 132, 1320 Graham, Ville Mont-Royal, Quebec, H3P 3C8, on Thursday, June 20, 2019 at 9:30 a.m. (Eastern Daylight Time) for the following purposes:

1. to receive the audited financial statements of the Corporation and the Auditor's Report thereon for the fifteen-month period ended December 31, 2018;
2. to determine the number of directors at eight (8);
3. to elect directors for the ensuing year;
4. to appoint the auditor for the ensuing year, with remuneration to be fixed by the directors;
5. to consider, and if thought fit to pass, with or without variation, an ordinary resolution to ratify, confirm and approve the Corporation's rolling 10% stock option plan, as more particularly described in the accompanying management proxy circular (the "**Circular**");
6. to consider, and if thought fit to pass, with or without variation, an ordinary resolution to approve the adoption of the DSU Plan, as more particularly described in the accompanying Circular;
7. to consider, and if thought fit to pass, with or without variation, a special resolution to approve:
 - (a) changing the name of the Corporation to SRG Mining Inc.;
 - (b) changing the maximum number of Directors allowable to be appointed by the Board to "Unlimited".
 - (c) to approve the adoption of the Articles of Amendment to give affect to the foregoing.
8. to transact such other business as may properly be brought before the Meeting, or any adjournment or postponement thereof.

The specific details of the matters proposed to be put before the Meeting are set forth in the Information Circular as at May 16, 2019 accompanying this Notice, which Circular forms part of this Notice.

Registered Shareholders

Every registered holder of Common Shares of the Corporation at the close of business on May 16, 2019, (the "**Record Date**") is entitled to receive notice of, and to vote such Common Shares at the Meeting, either in person or by proxy, in accordance with the procedures described in the Circular. Registered Shareholders who are unable to attend the Meeting in person and who wish to ensure that their Common Shares will be voted at the Meeting are requested to complete, sign and deliver the enclosed form of proxy to the Proxy Dept., Computershare Investor Services Inc., 100 University Avenue, 8th Floor, Toronto,

Ontario, M5J 2Y1, Canada. In order to be valid and acted upon at the Meeting, forms of proxy must be returned to the aforesaid address by 5:00 P.M. (Eastern Daylight Time) on June 18, 2019. Further instructions with respect to the voting by proxy are provided in the form of proxy and in the Circular accompanying this Notice.

Non-Registered Shareholders

Shareholders may beneficially own Common Shares that are registered in the name of a broker, another intermediary or an agent of that broker or intermediary ("**Non-Registered Shareholders**"). Without specific instructions, intermediaries are prohibited from voting Common Shares for their clients. **If you are a Non-Registered Shareholder, it is vital that the voting instruction form provided to you by your broker, intermediary or its agent is returned according to their instructions, sufficiently in advance of the deadline specified by the broker, intermediary or its agent, to ensure that they are able to provide voting instructions on your behalf.**

DATED at Montreal, Quebec, 19th day of May, 2019.

BY ORDER OF THE BOARD OF DIRECTORS

Signed: "*Ugo Landry-Tolszczuk*"

President and Chief Operating Officer