

**Security Class**

**Holder Account Number**

Fold

**Form of Proxy - Annual and Special Meeting to be held on Thursday, June 20, 2019**

**This Form of Proxy is solicited by and on behalf of Management.**

**Notes to proxy**

1. Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).
2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you must sign this proxy with signing capacity stated, and you may be required to provide documentation evidencing your power to sign this proxy.
3. This proxy should be signed in the exact manner as the name(s) appear(s) 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 in favour or withheld from voting or voted against each of the matters described herein, as applicable, 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 or variations to matters identified in the Notice of Meeting or other matters that may properly come before the meeting or any adjournment or postponement thereof.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

Fold

**Proxies submitted must be received by 5:00 pm, (Eastern Daylight Time), on June 18, 2019.**

**VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!**



**To Vote Using the Telephone**

- Call the number listed BELOW from a touch tone telephone.

**1-866-732-VOTE (8683) Toll Free**



**To Vote Using the Internet**

- Go to the following web site:  
www.investorvote.com
- **Smartphone?**  
Scan the QR code to vote now.



**To Receive Documents Electronically**

- You can enroll to receive future securityholder communications electronically by visiting www.investorcentre.com and clicking at the bottom of the page.

**If you vote by telephone or the Internet, DO NOT mail back this proxy.**

**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. **Voting by mail or by Internet** are the only methods by which a holder may appoint a person as proxyholder other than the Management nominees named on the reverse of this proxy. Instead of mailing this proxy, you may choose one of the two voting methods outlined above to vote this proxy.

**To vote by telephone or the Internet, you will need to provide your CONTROL NUMBER listed below.**

**CONTROL NUMBER**



### Appointment of Proxyholder

I/We being holders of SRG Graphite Inc. (the "Corporation") hereby appoint: President and COO of the Corporation, or failing him, Benoit LaSalle, FCPA, FCA, Executive Chairman of the Board, of the Corporation (the "Management Nominees")

OR

Print the name of the person you are appointing if this person is someone other than the Management Nominees listed herein.

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the shareholder 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 and Special Meeting of shareholders SRG Graphite Inc. to be held in the Board Room at Suite 132, 1320 Graham, Ville Mont-Royal, Quebec, H3P 3C8, at 9:30 a.m. (Eastern Time) on Thursday, June 20, 2019 and any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED TEXT** OVER THE BOXES.

	<b>For</b>	<b>Against</b>
<b>1. Number of Directors</b> To Set the Number of Directors at Eight (8).	<input type="checkbox"/>	<input type="checkbox"/>

	<b>For</b>	<b>Withhold</b>		<b>For</b>	<b>Withhold</b>		<b>For</b>	<b>Withhold</b>
01. Benoit LaSalle, FCPA, FCA	<input type="checkbox"/>	<input type="checkbox"/>	02. Marc-Antoine Audet	<input type="checkbox"/>	<input type="checkbox"/>	03. Marc Filion	<input type="checkbox"/>	<input type="checkbox"/>
04. Marcel Duchesne	<input type="checkbox"/>	<input type="checkbox"/>	05. Rene Lessard	<input type="checkbox"/>	<input type="checkbox"/>	06. Yves Grou	<input type="checkbox"/>	<input type="checkbox"/>
07. Koudougou Abdoulaye Compaore	<input type="checkbox"/>	<input type="checkbox"/>	08. Abdoul Aziz Nassa	<input type="checkbox"/>	<input type="checkbox"/>			

	<b>For</b>	<b>Withhold</b>
<b>3. Appointment of Auditors</b> Appointment of Pricewaterhouse Coopers LLP as Auditors of the Corporation for the ensuing year and authorizing the Directors to fix their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>

	<b>For</b>	<b>Against</b>
<b>4. Stock Option Plan</b> To Pass an Ordinary Resolution to approve the Corporation's Stock Option Plan as described in the Corporation's Circular dated May 16, 2019 and to reserve the grant of options up to a maximum of 10% of the total number of issued and outstanding shares at the date of the stock option grant, as more particularly described in the accompanying Circular.	<input type="checkbox"/>	<input type="checkbox"/>

	<b>For</b>	<b>Against</b>
<b>5. DSU Plan</b> To Pass an Ordinary Resolution to approve the adoption of the DSU Plan as more particularly described in the accompanying Circular dated May 16, 2019.	<input type="checkbox"/>	<input type="checkbox"/>

	<b>For</b>	<b>Against</b>
<b>6. Change of Name</b> To approve a special resolution changing the name of the Company from SRG Graphite Inc. to SRG Mining Inc. as more particularly described in the accompanying Circular dated May 16, 2019.	<input type="checkbox"/>	<input type="checkbox"/>

	<b>For</b>	<b>Against</b>
<b>7. Increase of Maximum of Directors Allowable</b> To approve a special resolution changing the maximum number of Directors allowable to be elected by the Board to Unlimited, as more particularly described in the accompanying Circular dated May 16, 2019.	<input type="checkbox"/>	<input type="checkbox"/>

<b>Authorized Signature(s) - This section must be completed for your instructions to be executed.</b> 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. <b>If no voting instructions are indicated above, this Proxy will be voted as recommended by Management.</b>	Signature(s)	Date
	<div style="border: 1px solid black; height: 30px; width: 100%;"></div>	<u>DD / MM / YY</u>

<b>Interim Financial Statements</b> – Mark this box if you would like to receive Interim Financial Statements and accompanying Management's Discussion and Analysis by mail. <input type="checkbox"/>	<b>Annual Financial Statements</b> – Mark this box if you would NOT like to receive the Annual Financial Statements and accompanying Management's Discussion and Analysis by mail. <input type="checkbox"/>	<b>Information Circular</b> – Mark this box if you would like to receive the Information Circular by mail for the next securityholders' meeting. <input type="checkbox"/>
---	---	---

If you are not mailing back your proxy, you may register online to receive the above financial report(s) by mail at [www.computershare.com/maillinglist](http://www.computershare.com/maillinglist).



Q R I Q

278295

A R 2

