912-130 Albert St.
Ottawa, ON

K1P 5G4
Tel: 613-241-4040
Fax: 613-241-8632

NOTICE OF AN ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT an annual and special meeting (the "**Meeting**") of the shareholders of Focus Graphite Inc. (the "**Corporation**") will be held at the Ottawa Hunt and Golf Club, 1 Hunt Club Road, Ottawa, Ontario, K1V 1B9, on May 24, 2016, at 11.00 a.m. (Eastern Tine) for the following purposes:

1. to receive the financial statements of the Corporation for the year ended September 30th, 2015, together with the report of the auditors thereon;
2. to elect the directors for the forthcoming year;
3. to appoint the auditors of the Corporation and to authorize the Board of Directors to establish the auditors' remuneration;
4. to approve the rolling stock option plan;
5. to approve the resolution relating to the offtake agreements between the Corporation and Grafoid Inc.; and
6. to transact such other business that may property come before the Meeting.

Ottawa, Ontario, April 26, 2016.
By Order of the Board of Directors of

FOCUS GRAPHITE INC.

(s) Gary Economo
Gary Economo
CEO

Only shareholders of the Corporation who are registered holders, as at the close of business on April 19, 2016, shall be entitled to vote in person or by proxy at the Meeting or any adjournment thereof.

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Since it is desirable that as many shares as possible be represented and voted at the Meeting, a shareholder, who is unable to attend the Meeting in person, is urged to complete and return the enclosed form of proxy following the instructions therein.