

MASON GRAPHITE INC.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

You are invited to the 2014 annual and special meeting of shareholders of Mason Graphite Inc. (the "Corporation").

When: Tuesday, December 16, 2014 at 10:00 a.m. (Montreal time)

Where: Sheraton Laval, 2440 Autoroute des Laurentides, Laval, Quebec, H7T 1X5

The purpose of the Meeting is as follows:

1. **Financial Statements.** Receive and consider the audited financial statements as at and for the fiscal year ended June 30, 2014, together with the report of the auditor thereon.
2. **Auditor Appointment.** Appoint PricewaterhouseCoppers LLP as auditors of the Corporation.
3. **Stock Option Plan.** Consider and approve an updated rolling stock option plan.
4. **Elect Directors.** Consider and elect the directors for the ensuing year.
5. **Other Business.** Consider other business as may properly come before the meeting or any postponement(s) or adjournment(s) thereof.

This notice is accompanied by a form of proxy, a management information circular (the "Circular") and the audited financial statements of the Corporation as at and for the fiscal year ended June 30, 2014 and related management's discussion and analysis of financial condition.

You may vote your shares by proxy if you are unable to attend the meeting. Please review the enclosed Circular and date, sign and return the enclosed form of proxy to the Corporation's transfer agent by 10:00 a.m. (Montreal time) on Friday, December 12, 2014.

The directors of the Corporation have fixed the close of business on November 11, 2014 as the record date, being the date for the determination of the registered holders entitled to notice and to vote at the Meeting and any adjournments(s) thereof.

DATED at Laval, Quebec as of the 11th day of November, 2014

BY ORDER OF THE BOARD OF DIRECTORS

(Signed) "Benoit Gascon"

President and Chief Executive Officer