

**NOTICE-AND-ACCESS NOTIFICATION FOR  
ANNUAL MEETING OF SHAREHOLDERS OF  
NORTHERN GRAPHITE CORPORATION**

**NOTICE AND ACCESS NOTIFICATION TO SHAREHOLDERS**

You are receiving this notification as Northern Graphite Corporation (the “**Corporation**”) has decided to use the notice and access model provided for under National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* and National Instrument 51-102 *Continuous Disclosure Obligations* (the “**Notice and Access Provisions**”) for the delivery of meeting materials to its shareholders (the “**Shareholders**”) in respect of its annual meeting of shareholders to be held on Tuesday, June 9, 2015 (the “**Meeting**”).

Under the Notice and Access Provisions, Shareholders continue to receive a proxy (in the case of registered Shareholders) or voting instruction form (in the case of non-registered Shareholders) enabling them to vote at the Meeting. However, instead of paper copies of the notice of meeting (the “**Notice**”), management information circular (the “**Circular**”) and the annual financial statements for the year ended December 31, 2014 and the auditors’ report thereon (the “**Financial Statements**”, and together with the Notice and the Circular, the “**Meeting Materials**”), Shareholders receive this notice with information on how they may access the Meeting Materials electronically. The use of this alternative means of delivery is more environmentally friendly as it will help reduce paper use and also will reduce the Corporation’s costs of printing and mailing the Meeting Materials to Shareholders.

**MEETING DATE AND LOCATION**

The Corporation will be holding the Meeting on Tuesday, June 9, 2015 at 11:00 a.m. (EDT) at the offices of Wildeboer Dellelce LLP, Wildeboer Dellelce Place, Suite 800, 365 Bay Street, Toronto, Ontario, Canada.

**SHAREHOLDERS WILL BE ASKED TO CONSIDER AND VOTE ON THE FOLLOWING MATTERS:**

- **Election of Directors:** To elect directors of the Corporation for the ensuing year. See the section entitled “**Matters to be Acted Upon at the Meeting – Election of Directors**” in the Circular.
- **Appointment of Auditors:** To appoint Meyers Norris Penny LLP, Chartered Accountants, as auditors of the Corporation for the ensuing year and to authorize the directors to fix their remuneration. See the section entitled “**Matters to be Acted Upon at the Meeting – Appointment and Remuneration of Auditors**” in the Circular.
- **Approval of Stock Option Plan:** To appoint Meyers Norris Penny LLP, Chartered Accountants, as auditors of the Corporation for the ensuing year and to authorize the directors to fix their remuneration. See the section entitled “**Matters to be Acted Upon at the Meeting – Special Business – Approval of the Stock Option Plan**” in the Circular.
- **Other Matters:** To transact such other business as may properly come before the Meeting or any adjournment thereof. See the section entitled “**Other Matters Which May Come Before the Meeting**” in the Circular.

**SHAREHOLDERS ARE REMINDED TO VIEW THE MEETING MATERIALS PRIOR TO VOTING.**

**HOW TO OBTAIN THE MEETING MATERIALS**

The Meeting Materials have been posted and are available for review **on the Corporation’s website at [www.northerngraphite.com/investors/2015-agm-materials/](http://www.northerngraphite.com/investors/2015-agm-materials/)** and also on the Corporation’s SEDAR profile at [www.sedar.com](http://www.sedar.com). Shareholders can request that paper copies of the Meeting Materials be sent to them by postal delivery at no cost to them up to one year from the date the Circular was filed on SEDAR. Shareholders who wish to receive a paper copy of the Meeting Materials or to obtain additional information about the Notice-and-Access Provisions should contact the Corporation’s transfer agent, TMX Equity Transfer Services, at the toll-free number 1-866-393-4891.

Shareholders wishing to receive paper copies of the Meeting Materials in advance of the Meeting should request paper copies as described above by 5:00 p.m. (EDT) on May 29, 2015.

## VOTING

### Registered Holders

Registered Shareholders may vote in person at the Meeting or by returning their **proxies** using the following methods and otherwise following the instructions noted on the proxy, by no later than 4:00 p.m. (EDT) on Friday, June 5, 2015:

**Internet:** Go to [www.voteproxyonline.com](http://www.voteproxyonline.com), use your 12 digit control number and follow the instructions.

**Facsimile:** Fax to TMX Equity Transfer Services at 1 (416) 595-9593.

**Mail:** Complete the form of proxy, sign it and deliver or mail it to TMX Equity Transfer Services, 200 University Avenue, Suite 300, Toronto, Ontario, M5H 4H1.

### Beneficial Holders

Beneficial Shareholders who received their **voting instruction form** from TMX Equity Transfer Services may vote by returning the voting instruction form using the following methods and otherwise following the instructions noted on the form, by no later than 4:00 p.m. (EDT) on Friday, June 5, 2015:

**Internet:** Go to [www.voteproxyonline.com](http://www.voteproxyonline.com), use your 12 digit control number and follow the instructions.

**Facsimile:** Fax to TMX Equity Transfer Services at 1 (416) 595-9593.

**Mail:** Complete the form of voting instruction form, sign it and deliver or mail it to TMX Equity Transfer Services, 200 University Avenue, Suite 300, Toronto, Ontario, M5H 4H1.

For Beneficial Shareholders who received their **voting instruction form** from anyone else, complete the form as instructed on the form. The deadline to submit a duly completed and executed voting instruction form or instructions by telephone or over the internet is generally at least one (1) business day in advance of the proxy deposit date noted on your voting instruction form. **Please carefully read the voting instruction form to ensure that you do not miss the appropriate deadline.**

**DATED** at Toronto, Ontario this 24<sup>th</sup> day of April, 2015.

## BY ORDER OF THE BOARD OF DIRECTORS

*"Gregory B. Bowes" (signed)*

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Gregory B. Bowes  
Chief Executive Officer