

# FIRST CANADIAN GRAPHITE INC.



320 Bay Street, 14th Floor  
Toronto, ON M5H 4A6  
www.computershare.com

CZSQ 000001

SAM SAMPLE  
123 SAMPLES STREET  
SAMPLETOWN SS X9X X9X  
CANADA

Security Class  
COMMON SHARES

Holder Account Number  
C9999999999 IND



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## Form of Proxy - Annual General and Special Meeting to be held on December 9, 2025

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

#### Notes to proxy

1. This form of proxy ("Instrument of Proxy") must be signed by you, the Registered Shareholder, or by your attorney duly authorized by you in writing, or, in the case of a corporation, by a duly authorized officer or representative of the corporation; and if executed by an attorney, officer, or other duly appointed representative, the original or a notarial copy of the instrument so empowering such person, or such other documentation in support as shall be acceptable to the Chairman of the Meeting, must accompany the Instrument of Proxy. If you are voting on behalf of a corporation you are required to provide your name and designation of office, e.g., ABC Inc. per John Smith, President.
2. If this Instrument of Proxy is not dated in the space provided, authority is hereby given by you, the Registered Shareholder, for the proxyholder to date this proxy seven (7) calendar days after the date on which it was mailed to you, the Registered Shareholder, by the Company.
3. **As Registered Shareholders will not be able to vote in person at the Meeting, a Registered Shareholder who wishes to vote on the resolutions, may do the following:** (a) appoint one of the management proxyholders named on the Instrument of Proxy, by leaving the wording appointing a nominee as is (i.e. do not strike out the management proxyholders shown and do not complete the blank space provided for the appointment of an alternate proxyholder). Where no choice is specified by a Registered Shareholder with respect to a resolution set out in the Instrument of Proxy, a management appointee acting as a proxyholder will vote in favour of each matter identified on this Instrument of Proxy and for the nominees of management for directors and auditor as identified in this Instrument of Proxy; OR (b) appoint another proxyholder, who need not be a Registered Shareholder of the Company, to vote according to the Registered Shareholder's instructions, by striking out the management proxyholder names shown and inserting the name of the person you wish to represent you at the Meeting in the space provided for an alternate proxyholder. If no choice is specified, the proxyholder has discretionary authority to vote.
4. The securities represented by this Instrument of Proxy will be voted or withheld from voting in accordance with the instructions of the Registered Shareholder on any poll of a resolution that may be called for and, if the Registered Shareholder specifies a choice with respect to any matter to be acted upon, the securities will be voted accordingly. Further, the securities will be voted by the appointed proxyholder with respect to any amendments or variations of any of the resolutions set out on the Instrument of Proxy or matters which may properly come before the Meeting as the proxyholder in its sole discretion sees fit.  
**Non-Registered Shareholders** (as such term is defined in the Information Circular) whose shares are registered in the name of an intermediary should carefully follow voting instructions provided by the intermediary. A more detailed description on returning proxies by Non-Registered Shareholders can be found on page 2 of the Information Circular.
5. If you receive more than one proxy or voting instruction form, as the case may be, for the Meeting, it is because your shares are registered in more than one name. To ensure that all of your shares are voted you should sign and return all proxies and voting instruction forms that you receive. To be represented at the Meeting, this proxy form, or other form of proxy, including legal proxies, restricted proxies, voting information forms (VIFs), which meet the proxy requirements set out in the Articles of the Company must be received at the office of the Transfer Agent of the Company, **Computershare Investor Services, Inc., 14th Floor, 320 Bay Street, Toronto, Ontario, M5H 4A6, by mail or by fax within North America at 1-866-249-7775, outside North America at (416) 263-9524** no later than forty eight (48) hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting, or adjournment thereof or may be accepted by the Chairman of the Meeting prior to the commencement of the Meeting.

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**Proxies submitted must be received by 11:00 am (Vancouver time) on December 5, 2025.**

### 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](http://www.investorvote.com)
- **Smartphone?**  
Scan the QR code to vote now.



**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 23456 78901 23456**

Appointment of Proxyholder

I/We being holder(s) of securities of First Canadian Graphite Inc. (the "Company") hereby appoint: Thomas Yingling, CEO, or failing this person, Brijender (Binny) Jassal (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 holder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and on all other matters that may properly come before the Annual General and Special Meeting of shareholders of the Company to be held at 1100 - 1111 Melville Street, Vancouver, BC V6E 3V6 on December 9, 2025 at 11:00 am (Vancouver time) and at any adjournment or postponement thereof.

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

For

Against

1. Number of Directors

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☐

To set the number of Directors at three (3).

2. Election of Directors

	For	Withhold		For	Withhold		For	Withhold
01. Thomas Yingling	<input type="checkbox"/>	<input type="checkbox"/>	02. Brijender (Binny) Jassal	<input type="checkbox"/>	<input type="checkbox"/>	03. Florent Baril	<input type="checkbox"/>	<input type="checkbox"/>

For

Withhold

3. Appointment of Auditors

Appointment of Smythe LLP, Chartered Accountants as Auditors of the Company for the ensuing year and authorizing the Directors to fix their remuneration.

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☐

For

Against

4. Approval of the Company's 2025 Omnibus Share Incentive Plan (the "Omnibus Plan")

To consider and, if deemed appropriate, to pass, with or without variation, an ordinary resolution of disinterested shareholders, the 2025 Omnibus Plan of the Company attached as Schedule "B" to the management information circular of the Company dated October 27, 2025 be, and the same hereby is, confirmed and approved as the 2025 Omnibus Plan of the Company, subject to acceptance of the TSX Venture Exchange.

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For

Against

5. Re-pricing of Eligible Outstanding Options

To consider and, if deemed appropriate, to pass, with our without variation, an ordinary resolution of disinterested shareholders, the re-pricing of 228,700 post-consolidated stock options (pre-consolidated 2,287,000) issued to insiders to an amended exercise price of \$0.18, as set out in the accompanying Information Circular.

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Signature of Proxyholder

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. If no voting instructions are indicated above, and the proxy appoints the Management Nominees, this Proxy will be voted as recommended by Management. If you are voting on behalf of a corporation you are required to provide your name and designation of office, e.g., ABC Inc. per John Smith, President.

Signature(s)

Date

DD / MM / YY

\_\_\_\_\_  
Signing Capacity

Interim Financial Statements - Mark this box if you would like to receive Interim Financial Statements and accompanying Management's Discussion and Analysis by mail.	<input type="checkbox"/>	Annual Financial Statements - Mark this box if you would like to receive the Annual Financial Statements and accompanying Management's Discussion and Analysis by mail.	<input type="checkbox"/>	Information Circular - Mark this box if you would like to receive the Information Circular by mail for the next securityholders' meeting.	<input type="checkbox"/>
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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).

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2. If this Instrument of Proxy is not dated in the space provided, authority is hereby given by you, the Registered Shareholder, for the proxyholder to date this proxy seven (7) calendar days after the date on which it was mailed to you, the Registered Shareholder, by the Company.
3. **As Registered Shareholders will not be able to vote in person at the Meeting, a Registered Shareholder who wishes to vote on the resolutions, may do the following:** (a) appoint one of the management proxyholders named on the Instrument of Proxy, by leaving the wording appointing a nominee as is (i.e. do not strike out the management proxyholders shown and do not complete the blank space provided for the appointment of an alternate proxyholder). Where no choice is specified by a Registered Shareholder with respect to a resolution set out in the Instrument of Proxy, a management appointee acting as a proxyholder will vote in favour of each matter identified on this Instrument of Proxy and for the nominees of management for directors and auditor as identified in this Instrument of Proxy; OR (b) appoint another proxyholder, who need not be a Registered Shareholder of the Company, to vote according to the Registered Shareholder's instructions, by striking out the management proxyholder names shown and inserting the name of the person you wish to represent you at the Meeting in the space provided for an alternate proxyholder. If no choice is specified, the proxyholder has discretionary authority to vote.
4. The securities represented by this Instrument of Proxy will be voted or withheld from voting in accordance with the instructions of the Registered Shareholder on any poll of a resolution that may be called for and, if the Registered Shareholder specifies a choice with respect to any matter to be acted upon, the securities will be voted accordingly. Further, the securities will be voted by the appointed proxyholder with respect to any amendments or variations of any of the resolutions set out on the Instrument of Proxy or matters which may properly come before the Meeting as the proxyholder in its sole discretion sees fit.  
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**312-588-4290 Direct Dial**



#### To Vote Using the Internet

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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 holder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and on all other matters that may properly come before the Annual General and Special Meeting of shareholders of the Company to be held at 1100 - 1111 Melville Street, Vancouver, BC V6E 3V6 on December 9, 2025 at 11:00 am (Vancouver time) and at any adjournment or postponement thereof.

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Against

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	For	Withhold		For	Withhold		For	Withhold
01. Thomas Yingling	<input type="checkbox"/>	<input type="checkbox"/>	02. Brijender (Binny) Jassal	<input type="checkbox"/>	<input type="checkbox"/>	03. Florent Baril	<input type="checkbox"/>	<input type="checkbox"/>

For

Withhold

3. Appointment of Auditors

Appointment of Smythe LLP, Chartered Accountants as Auditors of the Company for the ensuing year and authorizing the Directors to fix their remuneration.

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For

Against

4. Approval of the Company's 2025 Omnibus Share Incentive Plan (the "Omnibus Plan")

To consider and, if deemed appropriate, to pass, with or without variation, an ordinary resolution of disinterested shareholders, the 2025 Omnibus Plan of the Company attached as Schedule "B" to the management information circular of the Company dated October 27, 2025 be, and the same hereby is, confirmed and approved as the 2025 Omnibus Plan of the Company, subject to acceptance of the TSX Venture Exchange.

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For

Against

5. Re-pricing of Eligible Outstanding Options

To consider and, if deemed appropriate, to pass, with our without variation, an ordinary resolution of disinterested shareholders, the re-pricing of 228,700 post-consolidated stock options (pre-consolidated 2,287,000) issued to insiders to an amended exercise price of \$0.18, as set out in the accompanying Information Circular.

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Signature of Proxyholder

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. If no voting instructions are indicated above, and the proxy appoints the Management Nominees, this Proxy will be voted as recommended by Management. If you are voting on behalf of a corporation you are required to provide your name and designation of office, e.g., ABC Inc. per John Smith, President.

Signature(s)

Date

DD / MM / YY

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Signing Capacity

Interim Financial Statements - Mark this box if you would like to receive Interim Financial Statements and accompanying Management's Discussion and Analysis by mail.	<input type="checkbox"/>	Annual Financial Statements - Mark this box if you would like to receive the Annual Financial Statements and accompanying Management's Discussion and Analysis by mail.	<input type="checkbox"/>	Information Circular - Mark this box if you would like to receive the Information Circular by mail for the next securityholders' meeting.	<input type="checkbox"/>
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