

GRAPHENE 3D LAB INC.

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

TAKE NOTICE that an annual general meeting (the “Meeting”) of the shareholders of **GRAPHENE 3D LAB INC.** (the “Company”) will be held at 550 – 800 West Pender Street, Vancouver, British Columbia, on Wednesday, December 12th, 2018 at 11:00 a.m., PST, for the following purposes:

1. To receive and consider the report of the directors, the audited financial statements of the Company for the fiscal year ended May 31, 2018 and the report of the auditor thereon;
2. To fix the number of directors and to elect directors of the Company for the ensuing year;
3. To appoint an auditor of the Company for the ensuing year and to authorize the directors to fix the auditor’s remuneration;
4. To consider and, if thought fit, to approve the Company’s 10% rolling stock option plan;
5. To consider any permitted amendment to or variation of any matter identified in this Notice and to transact such other business as may properly come before the Meeting or any adjournment thereof.

An Information Circular accompanies this Notice. The Information Circular contains details of matters to be considered at the Meeting.

Only shareholders of record on November 6, 2018 will be entitled to vote in person at the Meeting. Registered shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of proxy, or another suitable form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in the Information Circular.

Non-registered shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account you are not a registered shareholder.

The audited financial statements for the year ended May 31, 2018, the report of the auditor and related management discussion and analysis will be made available at the Meeting and are available on www.sedar.com

DATED at Vancouver, British Columbia, the 6th day of November, 2018.

BY ORDER OF THE BOARD

“Daniel Stolyarov”

President, Co-CEO & Director