

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

To the Shareholders of Nouveau Monde Graphite Inc.:

NOTICE IS HEREBY GIVEN that the special meeting (the “**Meeting**”) of holders of common shares (“**Shareholders**”) of Nouveau Monde Graphite Inc. (the “**Corporation**”) will be held by way of live webcast available online using the TSX Trust Company platform at <https://virtual-meetings.tsxtrust.com/en/1642>, on Wednesday, May 1, 2024 at 10:30 a.m. (Eastern Time) for the following purposes:

1. to consider and, if deemed advisable, to adopt a resolution (which is set out in Schedule “A” of the enclosed management proxy circular (the “**Circular**”)) authorizing, among other things, the Corporation to issue to Mitsui & Co., Ltd (“**Mitsui**”) 12,500,000 common shares in the capital of the Corporation (each, a “**Common Share**”), on a private placement basis, at a price of US\$2.00 per Common Share and 12,500,000 Common Share purchase warrants of the Corporation (each a “**Warrant**”), to be settled by the surrender and cancellation of the unsecured convertible note in the principal amount of US\$25 million issued to Mitsui on November 8, 2022, as more particularly described in the Circular;
2. to consider and, if deemed advisable, to adopt a resolution (which is set out in Schedule “B” of the Circular) authorizing, among other things, the Corporation to issue to Pallinghurst Bond Limited (“**Pallinghurst**”) 6,250,000 Common Shares, on a private placement basis, at a price of US\$2.00 per Common Share, and 6,250,000 Warrants, to be settled by the surrender and cancellation of the unsecured convertible note in the principal amount of US\$12.5 million issued to Pallinghurst on November 8, 2022, as more particularly described in the Circular;
3. to consider and, if deemed advisable, to adopt a resolution (which is set out in Schedule “C” of the Circular) to approve the creation of a new control person of the Corporation, being Mitsui, as more particularly described in the Circular;
4. to consider and, if deemed advisable, to adopt a resolution (which is set out in Schedule “D” of the Circular) to approve the creation of a new control person of the Corporation, being General Motors Holdings LLC, a wholly owned subsidiary of General Motors Co., as more particularly described in the Circular;
5. to consider and, if deemed advisable, to adopt a resolution (which is set out in Schedule “E” of the Circular) to approve the creation of a new control person of the Corporation, being Panasonic Holdings Corporation, as more particularly described in the Circular; and
6. to transact such other business as may properly be brought before the Meeting or any adjournment thereof.

The Circular and proxy form for the Meeting are attached to this notice.

Montréal, Québec, March 28, 2024

By order of the board of directors of the Corporation,

/s/ Josée Gagnon

Josée Gagnon
Vice President, Legal Affairs & Corporate Secretary

Shareholders of the Corporation whose Common Shares are registered in the Corporation’s register in their name may exercise their right to vote by attending the Meeting or by completing a proxy form. If you are unable to be present via live webcast at the Meeting, kindly complete, date and sign the proxy form or voting instruction form for the Meeting. Proxies must be received by the transfer agent and registrar of the Corporation no later than 10:30 a.m.



NOUVEAU MONDE GRAPHITE

(Eastern Time) on April 29, 2024 or 48 hours, excluding Saturday, Sunday or a holiday, preceding the resumption of the Meeting after an adjournment (i) by mail at TSX Trust Company, P.O. Box 721, Agincourt, Ontario, M1S 0A1; (ii) by facsimile machine at 416-595-9593; (iii) by calling the toll-free number in Canada and the United States 1-888-489-7352; (iv) by casting your vote online using the following website: www.meeting-vote.com; or (v) by scanning and sending it by email to proxyvote@tmx.com.

If you are not a registered shareholder but you are a beneficial owner, please follow the instructions contained in the Circular and carefully follow the directions given by your intermediary.