



### Appointment of Proxyholder

**I/We, being holder(s) of common shares of Nouveau Monde Graphite Inc. (the "Corporation"),** hereby appoint: Mr. Charles-Olivier Tarte, Chief Financial Officer of the Corporation, or, failing him, Ms. Josée Gagnon, Vice President Legal Affairs and Corporate Secretary of the Corporation, or

Print the name of the person you are appointing if this person is someone other than the individuals listed above

as proxy of the undersigned to attend, act and vote on behalf of the undersigned in accordance with the direction below (or if no directions have been given, as the proxy sees fit) on all the following matters and any other matter that may properly come before the special meeting of shareholders of the Corporation (the "Meeting") to be held by way of a live webcast at <https://virtual-meetings.tsxtrust.com/en/1642> on Wednesday, May 1, 2024 at 10:30 a.m. (Eastern Time), and at any and all adjournments or postponements thereof in the same manner, to the same extent and with the same powers as if the undersigned were personally present, with full power of substitution.

To participate, interact, ask questions or vote at the Meeting, participants will need a control number (see control number set forth on this Proxy for registered shareholders) and the following password: "nou2024" (case sensitive). **If you appoint a proxyholder other than the proxyholders listed above, in addition to returning your proxy by mail, fax, email or Internet to TSX Trust Company ("TSXT"), YOU MUST ALSO either call TSXT at 1 866 751-6315 (toll free in Canada and the United States) or 1 416-682-3860 (other countries) or complete the electronic form available at [www.tsxtrust.com/control-number-request](http://www.tsxtrust.com/control-number-request) by 10:30 a.m. (Eastern Time) on April 29, 2024 (or if the Meeting is adjourned or postponed, 48 hours, excluding Saturdays, Sundays and statutory holidays, prior to the commencement of the reconvened Meeting) to properly register your proxyholder, so that TSXT may provide such proxyholder with a 13-digit proxyholder control number via email. Such 13-digit proxyholder control number will differ from the control number set forth on this Proxy.** Without a 13-digit proxyholder control number, your proxyholder will not be able to participate, interact, ask questions or vote at the Meeting, but will be able to attend as a guest.

**Management recommends voting FOR the following Resolutions. Voting recommendation is INDICATED TEXT over the box. Please use a dark black pencil or pen.**

- 1. **Mitsui private placement** **FOR** **AGAINST**  
To consider, and if deemed advisable, to pass, with or without variation, a resolution (the full text of which is set out in Schedule "A" of the accompanying 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.
  
- 2. **Pallinghurst private placement** **FOR** **AGAINST**  
To consider, and if deemed advisable, to pass, with or without variation, a resolution (the full text of 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.

- 3. To consider, and if deemed advisable, to pass, with or without variation, a resolution (the full text of which is set out in Schedule "C" of the Circular) to approve the creation of a new control person of the Corporation, being Mitsui. **FOR** **AGAINST**
  
- 4. To consider, and if deemed advisable, to pass, with or without variation, a resolution (the full text of 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. **FOR** **AGAINST**
  
- 5. To consider, and if deemed advisable, to pass, with or without variation, a resolution (the full text of 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. **FOR** **AGAINST**

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 for any particular item specified herein, this proxy will be voted as recommended by management or, if you appoint another proxyholder, as such other proxyholder sees fit. On any amendments or variations proposed or any new business properly submitted at the Meeting, I/we authorize you to vote as you see fit.**

Signature(s) \_\_\_\_\_ Date \_\_\_\_\_

Please sign exactly as your name(s) appear on this proxy. Please see reverse for instructions. All proxies must be received by 10:30 a.m. (Eastern Time) on April 29, 2024 (or if the Meeting is adjourned or postponed, 48 hours, excluding Saturdays, Sundays and statutory holidays, prior to the commencement of the reconvened Meeting).

## Form of Proxy – Special Meeting of Shareholders of Nouveau Monde Graphite Inc. (the “Corporation”) to be held on May 1, 2024 (the “Meeting”)

### Notes to Proxy

1. This proxy must be signed by a holder or his or her attorney duly authorized in writing. If you are an individual, please sign exactly as your name appears on this proxy. If the holder is a corporation, a duly authorized officer or attorney of the corporation must sign this proxy, and if the corporation has a corporate seal, its corporate seal should be affixed. If the signatory is acting in a fiduciary or representative capacity, please provide full particulars of such appointment and authority.

2. Except where a shareholder chooses to vote his or her shares by proxy using the telephone, a shareholder has the right to appoint a person to attend and act for him or her and on his or her behalf at the Meeting other than the persons designated in this Proxy. Such right may be exercised by filling in the name of such person in the blank space provided on the other side of this proxy. A person appointed as proxyholder to represent a shareholder need not be a shareholder of the Corporation. **If you appoint a proxyholder other than the individuals listed above, YOU MUST return your proxy by mail, fax, email or Internet to TSXT and YOU MUST ALSO have the appointee either complete the online form available at [www.tsxtrust.com/control-number-request](http://www.tsxtrust.com/control-number-request) or call TSXT at 1 866 751-6315 (toll free in Canada and the United States) or 1 416 682-3860 (other countries) by 10:30 a.m. (Eastern time) on April 29, 2024 (or 48 hours, excluding Saturdays, Sundays and statutory holidays, prior to the commencement of the reconvened Meeting if the Meeting is adjourned or postponed) to properly register your proxyholder, so that TSXT may provide such proxyholder with a 13-digit proxyholder control number via email. Such 13-digit proxyholder control number will differ from the control number set forth on this proxy. Without a 13-digit proxyholder control number, your proxyholder will not be able to participate, interact, ask questions or vote at the Meeting, but will be able to attend as a guest.** Any person appointed as proxyholder must be present at the Meeting or any adjournment or postponement thereof to vote.

3. If the securities are registered in the name of an executor, administrator or trustee, please sign exactly as your name appears on this proxy. If the securities are registered in the name of a deceased or other holder, the proxy must be signed by the legal representative with his or her name printed below his or her signature, and evidence of authority to sign on behalf of the deceased or other holder must be attached to this proxy.

4. Some holders may own securities as both a registered and a beneficial holder; in which case you may receive more than one Circular and will need to vote separately as a registered and beneficial holder. Beneficial holders may be forwarded either a form of proxy already signed by the intermediary or a voting instruction form to allow them to direct the voting of securities they beneficially own. Beneficial holders should follow instructions for voting conveyed to them by their intermediaries.

5. If a security is held by two or more individuals, any one of them present or represented by proxy at the Meeting may, in the absence of the other or others, vote at the Meeting. However, if one or more of them are present or represented by proxy, they must vote together in respect of such security.

All holders should refer to the Circular for further information regarding completion and use of this proxy and other information pertaining to the Meeting.

**This proxy is solicited by and on behalf of the Corporation’s management.**

## How to Vote

### INTERNET

- Go to: [www.meeting-vote.com](http://www.meeting-vote.com)
- Cast your vote online
- View Meeting documents

### TELEPHONE

Use any touch-tone phone, call toll free in Canada and United States **1-888-489-7352**, an agent will help you vote online.

To vote by Internet or telephone you will need your control number. If you vote by Internet or telephone, do not return this proxy.

To vote using your smartphone, please scan this QR Code:



### MAIL, FAX OR EMAIL

- Complete and return your signed proxy in the envelope provided or send to:

TSX Trust Company  
P.O. Box 721  
Agincourt, Ontario M1S 0A1

- You may alternatively fax your proxy to 416-595-9593 or scan and email to [proxyvote@tmx.com](mailto:proxyvote@tmx.com).

An undated proxy is deemed to bear the date on which it is mailed by management to you.

**All proxies must be received by 10:30 a.m. (Eastern Time) on April 29, 2024 (or if the Meeting is adjourned or postponed, 48 hours, excluding Saturdays, Sundays and statutory holidays, prior to the commencement of the reconvened Meeting).**

