

Mason Graphite Major Shareholder Nominates Six Highly Experienced Nominees to the Board of Directors

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As the Time has Come for a New Direction and Management and Responds to the Company's Misleading Press Release

MONTREAL, Oct. 29, 2020 - Mr. Fahad Al-Tamimi (the "Concerned Shareholder"), a long standing shareholder holding approximately 9.92% of the issued and outstanding common shares of [Mason Graphite Inc.](#) (TSX.V: LLG) ("Mason" or the "Company"), announces today that, after consultation with other key shareholders, the time has come for a new direction and management for Mason. Mason deserves directors who will actively work to maximize the Company's opportunities and enhance shareholders' value.

As a result, the Concerned Shareholder has filed a notice with the Secretary of the Company for the nomination of six highly-experienced directors (including four new and independent directors) (the "Shareholder Nominees"), to be elected to the Board of Directors of the Company (the "Board") at the upcoming annual general meeting of shareholders of the Company, which is scheduled to be held on December 10, 2020 (the "Meeting").

The Concerned Shareholder also wishes to respond to the Company's press release dated October 28, 2020 (the "October 28 Press Release"), which contains inconsistencies and materially misleading statements.

The October 28 Press Release was not approved by, nor was the content thereof ever discussed with, Messrs. Fahad Al-Tamimi and Peter Damouni, duly-appointed directors of the Company that comprise one-third of the current Board. The October 28 Press Release also fails to accurately reflect the events of the October 22 meeting of the Board and the fact that several directors objected to the plan that was proposed at that meeting, which is inadequate and will not create meaningful shareholders value. The plan was only adopted by a majority of the Board led by the Incumbent Directors (as defined below) during a follow-up meeting held on October 27 after the Concerned Shareholder had put forward the Shareholder Nominees in compliance with the Company's advance notice by-law on October 26.

Furthermore, the Meeting materials was not approved on October 22, 2020, as represented by the Company in the October 28 Press Release, and the Board has not properly approved the Meeting materials, contrary to the statement contained in the October 28 Press Release, which Meeting materials fail to reflect the due filing by the Concerned Shareholder of the notice under the Company's advance notice by-law. Finally, the Concerned Shareholder takes note of the Company's confirmation that the Meeting will take place on December 10, 2020, as provided for in the Company's notice of record and meeting date filed on SEDAR on October 5, 2020, and expects that the Meeting materials will include the Shareholder Nominees put forward in accordance with the Company's advance notice by-law.

The Board's failure to properly approve important matters, its refusal to work with the Concerned Shareholder in good faith in the best interests of shareholders, its decision to issue a press release containing materially misleading statements and its attempts to stymie the Concerned Shareholder's legitimate efforts to put forward a new slate of independent and competent directors that will help to maximize value for all shareholders are additional evidence of the need for drastic change.

The Shareholder Nominees are described under "Shareholder Nominees" and are:

- Mr. Tayfun Eldem, Chief Operating Officer of [Baffinland Iron Mines Corp.](#) and former Chairman of Mason;
 - Mr. Nav Dhaliwal, founder and former President and Chief Executive Officer of Québec-based Bonterra Resources Inc.;
 - Mr. Roy McDowall, senior officer of Montreal based [Turquoise Hill Resources Ltd.](#);
 - Mr. Simon Marcotte, co-founder and former Executive, Vice-President Corporate Development of Mason;
 - Mr. Peter Damouni, a corporate director, who has been appointed to the Board in February 2020; and
 - Mr. Fahad Al-Tamimi, a Saudi-based businessman with global investment activities, who has been appointed to the Board in June 2020.
- Given the need for a new direction and management, the Concerned Shareholder believes that the time has come to replace Messrs. Gilles Gingras, François Laurin and Guy Chamard (collectively, the "Incumbent Directors"), who are responsible for the failed strategy which drove the poor performance of Mason's shares during the last three years.

The Concerned Shareholder also wishes to confirm that it has offered Investissement Québec the opportunity to nominate a representative on the Board.

The Concerned Shareholder intends to file and mail a proxy circular (the "Dissident Circular") and a form of BLUE proxy shortly after the filing and mailing of the Company's management proxy circular and management's form of proxy. The Dissident Circular will provide further details on the Shareholder Nominees and the background and reasons why significant changes are required. The BLUE proxy will provide for the Shareholder Nominees to be elected individually and for the Incumbent Directors not to be elected in accordance with Mason's advance notice by-law. Shareholders as of October 30, 2020 will be able to vote their shares as soon as Mason mails and files its management proxy circular, which is expected to take place in the first week of November 2020.

The Concerned Shareholder and other significant shareholders have come to the conclusion that significant changes are necessary. In summary:

- The value of Mason was destroyed between November 2017 and February 2020, its common shares falling by nearly 90% on the TSX Venture Exchange (the "TSX-V");
- Mason's trading price has remained flat since February 2020, with little prospect of recovery;
- The Company has been without a proper CEO since February 2020;
- The Incumbent Directors have been directors of Mason for an average of 5 years, and are directly responsible for Mason's current state of affairs;
- The Incumbent Directors failed to propose a legitimate alternative business plan, and instead intend to continue the same failed strategy, which essentially results in entrenching themselves;
- When an alternative plan was proposed by the Concerned Shareholder in February 2020, it was essentially rebuffed, the Incumbent Directors choosing to stay the course with their failed strategy and failed to act reasonably to seek viable alternative strategies;
- The Incumbent Directors are refusing to consider in good faith ways to maximize shareholders' value, such as a potential transaction with a strategic partner; and
- The Incumbent Directors have no vested interest in the Company and are therefore completely misaligned with the interests of Mason's shareholders.

See "View of Mason and Reasons for the Recommendation".

View of Mason and Reasons for the Recommendation

The need for a new direction and management is obvious:

Extremely Poor Performance of Mason's Shares in the last Three Years. Between November 2017 and February 2020, the price of Mason's common shares on the TSX-V fell by nearly 90%. The price of Mason's shares have remained flat since then. The Company's market capitalization remained near its cash position for most of the year, which speaks volume about the market's view of the inability of the Incumbent Directors to create shareholder value. The destruction of the Company's value has taken place under the oversight of a largely stagnant Board, including the Incumbent Directors.

No CEO since February 2020. Since the announcement of the creation of the CEO Search Committee on February 25, 2020 following the Company's former CEO's retirement, the committee met three times and had its last meeting over seven months ago. It is critical that a new CEO be appointed as soon as possible and before a new strategy for the Company is established so he or she can participate in its development and implementation.

Failure to Propose a Legitimate Alternative Business Plan. In February 2020, the Concerned Shareholder and other supporting shareholders presented the Chairman of the Board with a business plan, which had been developed jointly with key shareholders knowledgeable in the graphite and battery material industry, and which was presented to the Board on March 13, 2020. This plan was expected to generate significant Internal Rate of Return and Net Present Value.

Unfortunately, this business plan was completely ignored by the majority of the Board and replaced by a plan which was developed by employees of the Company under the leadership of the Incumbent Directors and presented to the Board on July 30, 2020. The Incumbent Directors' strategy has resulted in misappropriation of capital in 2020 and will only result in continued and long-lasting payments of salaries and directors' fees, and not in creating value for the shareholders. A similar plan was presented to the Board on October 22, 2020, which led the Concerned Shareholder to conclude that the time has come for a new leadership and direction for the Company. The view of the Concerned Shareholder is that the Company's current business plan will not create shareholder value and is not what the shareholders are looking for or why they have invested in the Company. The plan is generally oriented on research and product development without much commercial ambitions and ignores the fundamental shift happening in the graphite industry.

Refusal to consider ways to maximize shareholders' value, such as a potential transaction with a strategic partner. Despite that at least two major shareholders expressed willingness to explore a potential business combination with a strategic partner, which would enhance shareholders' value, the Incumbent Directors have made no meaningful attempt to do. In addition, the Incumbent Directors has showed no proactivity in seeking out acquisition opportunities given Mason's strong cash position. Mason deserves a Board which will actively work for maximizing its opportunities, will discharge its fiduciary duties towards the Company, and will act in the best interests of the Company and enhance shareholders' value.

Absence of Vested Interest. None of the Incumbent Directors has invested any meaningful capital in the Company since its inception in 2012, with the exception of the Concerned Shareholder, who has invested in multiple investing rounds. Aside from the Concerned Shareholder, the Board owns as a whole less than 0.7% of the equity in the Company. Such complete misalignment with the interests of Mason's shareholders is almost unparalleled and certainly uncommon for a junior mining company.

Background to the Nomination of the Shareholder Nominees

In early 2020, after discussion with other shareholders, the Concerned Shareholder expressed concerns to Mr. Paul Carmel, then Chairman of the Board, and requested that significant changes be implemented to the Company's governance and business plan. A first meeting with Mr. Carmel took place in Montreal on February 9, 2020, during which a detailed alternative business plan was presented.

It was also requested that specific changes be made to provide the Company with a direction and the tools to succeed going forward. Following this initial and friendly approach, Mr. Carmel expressed a willingness to work with the Concerned Shareholder and the supporting shareholders in order to overhaul the Company, which led to the retirement of the Company's former CEO. However, Mr. Carmel and the Incumbent Directors ultimately refused to implement most of the other changes suggested and required in the circumstances.

The Concerned Shareholder and the supporting shareholders were not satisfied with the subsequent steps taken by the Board. In an attempt to improve the Company's future, the Concerned Shareholder agreed to join the Board on June 11, 2020. Mr. Carmel left the Company at the end of August 2020.

Several attempts have been made by the Concerned Shareholder and the supporting shareholders to implement changes to the Company since early 2020. Unfortunately, we must face the fact that little to no progress has been made by the Incumbent Directors.

Shareholder Nominees

Tayfun Eldem. Mr. Tayfun Eldem brings over 30 years of operations, business development and strategic leadership experience in the mining and minerals industry. He is currently the Group Executive Vice President and Chief Operating Officer of [Baffinland Iron Mines Corp.](#) He was a director of Mason from November 2012 to February 2016, including as Chairman of the Board from February 2013 until his resignation from the Board to pursue other interests. Under his leadership, Mason raised significant capital and successfully achieved several technical advancements and regulatory process milestones, setting the stage for an outstanding stock performance. Mr. Eldem also oversaw the seed investment into NanoXplore Inc., which culminated into a significant capital gain for the Company when the shares were sold in 2019 for approximately \$28.2 million. More recently, Mr. Eldem was President and Chief Executive Officer of Alderon Iron Ore Corp. and Managing Director of Iron Ore & Coal for Hatch Ltd., where he was responsible for business development across five regions of the world. In addition, Mr. Eldem worked for the Iron Ore Company of Canada ("IOC"), a Rio Tinto subsidiary, for more than 20 years. During this period, Mr. Eldem held many senior roles including Vice President, Expansion Projects & Engineering, and Chief Operating Officer, where he oversaw the company operations from the mine through the concentrator and pellet plant to railway and port. At IOC, he also held accountability for the development and delivery of a nearly \$2.0 billion program of green and brown fields expansion projects. Mr. Eldem is a professional engineer and holds a Bachelor of Electrical Engineering degree from Dalhousie University along with Operations Management and Strategic Leadership certificates from Richard Ivey School of Business and London Business School respectively.

Nav Dhaliwal. Mr. Nav Dhaliwal is a high-profile mining executive and capital markets expert with a long running track record of success. Mr. Dhaliwal was the founding Chief Executive Officer of Québec-based Bonterra Resources Inc., which made the award-winning Gladiator discovery in Québec. Mr. Dhaliwal raised over \$140 million for Bonterra and played a key role in the company's market capitalization growth from \$10 million to over \$150 million. He has founded several other successful companies in the resource sector, including [Gatling Exploration Inc.](#), Pacton Gold Inc. and Kanadario Gold Inc., which is currently focused on the exploration and development of the Cameron Lake Property, located in the west-central part of Québec. Mr. Dhaliwal is also the founder of the highly successful RSD Capital Corp., which invests in, and provides management and technical expertise to, public and pre-IPO companies. Mr. Dhaliwal has a large, international network of financial connections, including numerous analysts, brokers, high net worth investors and investment bankers. He works closely with all of the major gold funds and has been instrumental in raising over \$400 million for companies since 2010.

Roy McDowall. Mr. McDowall is a capital markets professional with over 25 years of experience with Canadian-based boutique and bank owned investment firms, and most recently served as Managing Director, Head of Equity Sales for Macquarie Capital Markets Canada. He also held similar positions with Credit Suisse Securities (Canada) Inc., CIBC World Markets Inc., and National Bank Financial Inc. Mr. McDowall is currently a Senior Officer of Turquoise Hill Resources Inc., a Montreal-based mining company of approximately \$2 billion of market capitalization listed on both the Toronto Stock Exchange (the "TSX") and the New York Stock Exchange. The company is focused on operating and further developing, in the South Gobi region of Mongolia, the Oyu Tolgoi copper-gold mine, which is jointly owned with the Government of Mongolia and expected to be the world's fourth largest copper producer by 2025. Over his career, Mr. McDowall has played an instrumental role in over 500 financings for companies globally with a focus on the mining industry, leveraging self-established relationships with Canadian and international institutional investors. He has also founded several successful start-ups in the education sector and holds a Bachelor of Commerce degree from the Simon Fraser University in British Columbia.

Simon Marcotte. Mr. Simon Marcotte is a Chartered Financial Analyst (CFA) with over 20 years of experience with a focus on commodities, including more than 10 years in executive positions for junior mining companies, with a focus on battery materials, mainly in the graphite and lithium sectors. Mr. Marcotte

co-founded Mason in 2012 and held the position of Vice-President Corporate Development until February 2018. During this period, Mason Graphite was awarded the "TSX Venture Recognition as Top 10 Performing Stock" in 2013, the "Best 50 OTCQX" in 2016 and 2017, and was nominated for "Best Investors Relations" in both 2016 and 2017. At the end of 2017, the Company reached a peak market capitalization of \$365 million, with approximately 35 institutional shareholders, uncommon for a junior mining company. Prior to 2012, Mr. Marcotte joined Verena Minerals Corporation in 2010, which was then renamed Belo Sun Mining Corp., as Vice-President Corporate Development, working alongside the President and Chief Executive Officer on all decision-making process and helped develop and implement a turnaround strategy. Mr. Marcotte was also instrumental in raising approximately \$100 million in capital for the company, resulting in an increase in market capitalization from \$20 million to a peak of \$400 million and a share price appreciation of more than 500% over the same period. Mr. Marcotte has been involved with several other mining companies, either as an officer or a director, including [Alderon Iron Ore Corp.](#) Prior to his corporate involvement, Mr. Marcotte was working in senior positions in capital markets with CIBC World Markets Inc., from 1998 to 2006, and with Sprott Securities Inc. and Cormark Securities Inc., from 2006 to 2010, where he also was a member of the Board of Directors. Mr. Marcotte currently acts as an independent consultant and is actively involved in merchant banking activities in the junior mining industry. Mr. Marcotte is a director of [Freeman Gold Corp.](#), which is advancing the Lemhi Gold Project in Idaho, USA.

Peter Damouni. Mr. Peter Damouni has over 18 years of experience in investment banking and capital markets, with expertise in mining and oil and gas. Throughout his career, Mr. Damouni has worked on and led equity and debt financings valued over \$5 billion. He has comprehensive experience in equity financing, restructuring, corporate valuations and advisory assignments. Mr. Damouni is a graduate of McGill University. He is a Canadian and British citizen, residing in the United Kingdom. Mr. Damouni is a director of a number of companies listed on the TSX and the TSX-V.

Fahad Al-Tamimi. Mr. Fahad Al-Tamimi is a Saudi-based businessman with global investment activities. He is President and Chief Executive Officer of SaudConsult, an engineering firm in Saudi Arabia responsible for many large infrastructure and construction projects in the country. Mr. Al-Tamimi is also the Chairman and founder of Tamimi Trading and Contracting Co. (TIMCO). Previously, he was a 50% partner of Worley Parsons Arabia, which undertook major projects in the mining, oil & gas and energy sectors, in Saudi Arabia, in the U.A.E and in Bahrain. He has a BSc in Chemical Engineering and Master of Science in Petroleum & Civil Engineering from University of Houston, Texas.

Additional Information

The Concerned Shareholder has given the Company until October 30, 2020 to confirm in writing that the Notice either satisfies the requirements of the Company's advance notice by-law or, if it does not satisfy such requirements, to contact the Concerned Shareholder's counsel so that the parties may work in good faith to address any purported deficiencies as soon as practicable and in any event prior to the deadline for delivery of advance notice in respect of the nomination of directors for election at the Meeting under the advance notice by-law.

The information contained in this press release does not and is not meant to constitute a solicitation of a proxy within the meaning of applicable securities laws. Although the Concerned Shareholder and the group of supporting shareholders are expressing their view as to the need to elect the Shareholder Nominees and to remove the Incumbent Directors, there is currently neither a notice of meeting mailed to the shareholders of Mason in connection with the Meeting nor are there candidates nominated by the Board or the Concerned Shareholder for election at the Meeting, and therefore shareholders of the Company are not being asked at this time to execute a proxy in favour of the Concerned Shareholder. In connection with the Meeting, the Concerned Shareholder will file the Dissident Circular in due course in compliance with applicable corporate and securities laws.

SOURCE Mr. Fahad Al-Tamimi

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