Graphite One Announces Revised Pricing to Shares for Debt Settlement

19.09.2022 | CNW

VANCOUVER, Sept. 19, 2022 - <u>Graphite One Inc.</u> (TSXV: GPH) (OTCQX: GPHOF) ("Graphite One" or the "Company" that further to the news release disseminated on August 23, 2022, the Company has revised the pricing of a shares for transaction (the "Debt Settlement Transaction") to settle outstanding debt in an aggregate of US\$6,775,230, including US\$1,819,230 of accrued interest, owing pursuant to an unsecured loan facility dated September 6, 2019, as amended extended, between Taiga Mining Company, Inc. ("Taiga") and the Company.

Pursuant to the revised terms of the Debt Settlement Transaction, the Company will issue 9,296,328 common shares ("Settlement Shares") at a deemed price of CA\$0.95 per share to Taiga in full settlement of the debt. The Settlement Shares to a statutory four months and one day hold period pursuant to applicable securities laws. The Debt Settlement is subject to final approval by the TSX Venture Exchange.

The Debt Settlement Transaction constitutes a "related party transaction" within the meaning of Multilateral Instrument Protection of Minority Security Holders in Special Transaction ("MI 61-101") as Taiga is an insider of the Company. The is relying on exemptions from the valuation and minority shareholder approval requirements of MI 61-101 contained in 5.5(a) and 5.7(1)(a) of MI 61-101, as the fair market value of the Debt Settlement Transaction with Taiga does not exceed the market capitalization of the Company, as determined in accordance with MI 61-101.

The Company did not file a material change report in respect of the related party transaction at least 21 days before the Debt Settlement Transaction, which the Company deems reasonable in the circumstances as the Company wishes its financial position by reducing accrued liabilities as soon as possible.

As a result of this transaction, Taiga now holds 30,150,191 common shares and 8,768,189 warrants to purchase additional common shares of the Company. Additional information concerning the foregoing will be contained in the Early Warning be filed by Taiga on SEDAR under the Company's profile.

About Graphite One Inc.

Graphite One Inc. (GPH: TSX?V; GPHOF: OTCQB) continues to develop its Graphite One Project (the "Project"), with becoming an American producer of high-grade anode materials that is integrated with a domestic graphite resource. The proposed as a vertically integrated enterprise to mine, process and manufacture high grade anode materials primarily fultihium?ion electric vehicle battery market. As set forth in the Company's 2022 Pre-Feasibility Study, potential graphite mineralization mined from the Company's Graphite Creek Property is expected to be processed into concentrate at a g processing plant. The proposed processing plant would be located on the Graphite Creek Property situated on the Sew Peninsula about 60 kilometers north of Nome, Alaska. Graphite anode materials and other value?added graphite produce manufactured from the concentrate and other materials at the Company's proposed advanced graphite materials materials are facility expected to be located in Washington. The Company intends to make a production decision on the Project upon completion of a Feasibility Study.

On Behalf of the Board of Directors

"Anthony Huston" (signed)

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSE Exchange) accepts responsibility for the adequacy or accuracy of this release.

This release includes certain statements that may be deemed to be forward-looking statements. All statements in this reother than statements of historical facts, that address events or developments that the Company expects, including but to delays or uncertainties with regulatory approvals, including that of the TSX Venture Exchange, are forward-looking statements.

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Although the Company believes the expectations expressed in such forward-looking statements are based on reasonal assumptions, such statements are not guarantees of future performance and actual results or developments may differ from those in the forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements include market prices, exploitation and exploration successes, continuity of mineralization, related to the ability to obtain necessary permits, licenses and title and delays due to third party opposition, changes in policies regarding mining and natural resource exploration and exploitation, and continued availability of capital and final general economic, market or business conditions. Readers are cautioned not to place undue reliance on this forward-loinformation, which is given as of the date it is expressed in this press release, and the Company undertakes no obligation publicly or revise any forward-looking information, except as required by applicable securities laws. For more information, company, investors should review the Company's continuous disclosure filings that are available at www.sedar.com.

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Contact

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