

Graphite One Inc. Announces Amendments to Previously Announced Marketed Equity Offering

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[Graphite One Inc.](#) (TSX?V: GPH; OTCQX: GPHOF) ("Graphite One" or the "Company") announces that, further to its news release dated July 23, 2025, the Company and BMO Capital Markets, on behalf of a syndicate of agents (the "Agents"), have amended the terms of the previously announced "best efforts" private placement (the "Offering") of units ("Units") such that each Unit shall consist of one common share ("Common Share") and one whole common share purchase warrant ("Warrant") of the Company, and each Warrant will entitle the holder thereof to acquire one Common Share at a price of C\$1.10 per Common Share for a period of 24 months following the closing of the Offering. The Company has agreed to use commercially reasonable efforts to list the Warrants on the TSX Venture Exchange following closing of the Offering.

In all other respects, the terms of the Offering remain the same as previously disclosed in the Company's news release dated July 23, 2025.

Subject to compliance with applicable regulatory requirements and in accordance with National Instrument 45-106 - *Prospectus Exemptions* ("NI 45-106"), the Units are being offered for sale to purchasers resident in all provinces of Canada in reliance on the "listed issuer financing exemption" from the prospectus requirement available under Part 5A of NI 45-106, as amended by the Canadian Securities Administrators' Coordinated Blanket Order 45-935 *Exemptions from Certain Conditions of the Listed Issuer Financing Exemption* ("Listed Issuer Financing Exemption"). The securities offered under the Listed Issuer Financing Exemption will not be subject to a hold period in accordance with applicable Canadian securities laws.

The Offering is expected to close on or about August 22, 2025 ("Closing Date") and is subject to Graphite One receiving all necessary regulatory approvals, including the approval of the TSX Venture Exchange.

There is an amended and restated offering document related to the Listed Issuer Financing Exemption that can be accessed under the Company's profile at www.sedarplus.ca and at www.graphiteoneinc.com. Prospective investors should read this amended and restated offering document before making an investment decision.

The securities offered have not been registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements. This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any State in which such offer, solicitation or sale would be unlawful.

About Graphite One Inc.

GRAPHITE ONE INC. continues to develop its Graphite One Project (the "Project"), with the goal of becoming an American producer of high grade anode materials that is integrated with a domestic graphite resource. The Project is proposed as a vertically integrated enterprise to mine and process natural graphite and to manufacture artificial and natural graphite anode active materials primarily for the lithium-ion electric vehicle battery and energy storage markets.

For more information on Graphite One Inc., please visit the Company's website, www.GraphiteOneInc.com or contact:

Anthony Huston
CEO, President & Director

Tel: (604) 889-4251
Email: AHuston@GraphiteOneInc.com
Investor Relations Contact
Tel: (604) 684-6730
GPH@kincommunications.com

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

This press release shall not constitute an offer to sell or the solicitation of an offer to buy securities in the United States, nor shall there be any sale of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful. The securities being offered have not been, nor will they be, registered under the 1933 Act or under any U.S. state securities laws, and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the 1933 Act, as amended, and applicable state securities laws.

All statements in this release, other than statements of historical facts, including, but not limited to, statements regarding the total proceeds of the Offering, the closing of the Offering and timing thereof, the receipt of all necessary regulatory approvals and any events or developments that the Company intends, expects, plans, or proposes are forward-looking statements. Generally, forward-looking information can be identified by the use of forward-looking terminology such as "proposes", "expects", "is expected", "scheduled", "estimates", "projects", "plans", "is planning", "intends", "assumes", "believes", "indicates", "to be" or variations of such words and phrases that state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". The Company cautions that there is no certainty of the anticipated timeline of the Offering, that the Company will raise the anticipated amount of gross proceeds of the Offering, or that the Offering will close. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially 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, uncertainties related to the ability to obtain necessary permits, licenses and title and delays due to third party opposition, changes in government policies regarding mining and natural resource exploration and exploitation, and continued availability of capital and financing, and general economic, market or business conditions. Readers are cautioned not to place undue reliance on this forward-looking information, which is given as of the date it is expressed in this press release, and the Company undertakes no obligation to update publicly or revise any forward-looking information, except as required by applicable securities laws. For more information on the Company, investors should review the Company's continuous disclosure filings that are available at www.sedarplus.ca.

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