



## Independent Proxy Advisor Glass Lewis Questions Self-Serving Dissident's Strategic Plan and Nominee Slate

### Mason Graphite Further Addresses the Dissident's Cherry-Picked Disclosure to Shareholders

- Al-Tamimi once again intentionally misleads shareholders as he purposely only selects statements out of context from Glass Lewis' report that work to his advantage and disregards key points made by the proxy advisor which validate Management's consistent and truthful approach with shareholders.
- Do not be misled: The report which Al-Tamimi cites recommends only one of his dissident nominees who is not already being nominated by Management as Al-Tamimi's other proposed non-Management nominees are underqualified.
- To ensure Al-Tamimi is not given the opportunity to take control of your Company without paying shareholders a premium, vote FOR Management's Nominees using only the Management proxy. Contact Laurel Hill at 1-877-452-7184 or by email at [assistance@laurelhill.com](mailto:assistance@laurelhill.com).

MONTREAL, Dec. 18, 2020 -- It is unfortunate that **Mason Graphite inc.** ("Mason Graphite", the "Company" or "MGI") (TSX.V: LLG; OTCQX: MGPHF) continues to be forced to correct dissident Al-Tamimi's dishonest tactics to ensure shareholders have the complete facts to make an informed decision.

While Mason Graphite is stewarding the Company in the best interests of all shareholders, Al-Tamimi, in a self-interested effort to fool Mason Graphite shareholders, issued a press release on December 18, 2020 that wilfully cherry-picked certain sections of a report from Glass Lewis & Co. ("Glass Lewis") while also disregarding the key overall messages of the report: Al-Tamimi's strategic plan is "nebulous", his slate is over-represented, only one (1) dissident nominee who is not already being nominated by Management is supportable, and he proposes a questionable CEO.

Glass Lewis agrees with Mason Graphite as follows:

#### AL-TAMIMI LACKS ANY SEMBLANCE OF STRATEGIC DIRECTION

Glass Lewis expresses this very clearly in their view that "the Dissident's plan is nebulous and makes no effort to describe the fundamental tenets of a plan which has purportedly been formulated for nearly a year." Furthermore, Glass Lewis continued on as set out below:

*"...we are concerned the Dissident, armed with the opportunity to publicly articulate his own strategic vision, is either unable or unwilling to provide investors greater insight into the very plan which would be expected to improve MGI's performance... This omission is especially questionable, given the degree of Board and executive change contemplated (by Mr. Tamimi)."*

As the board of directors of Mason Graphite (the "Board") confirmed in a press release on December 14, 2020: The dissident NEVER presented a strategic plan or supported alternative to Mason Graphite's integrated Value-Added Products strategy to seize the market opportunity around industrial minerals and processed graphite-based products.

#### AL-TAMIMI IS ALREADY OVER-REPRESENTED ON THE BOARD

Glass Lewis states: *"Mr. Al-Tamimi... already wields heavily disproportionate influence on the six-member board. An expansion of that influence to a degree affording potential unilateral discretion appears to stand at odds with the Dissident's disinterest in providing the remainder of Mason Graphite investors with a more comprehensive financial and operational roadmap and greater guarantees that any new board candidates are not there to simply rubber stamp Mr. Al Tamimi's pre-determined preferences around strategic direction and executive composition."*

In the same press release issued on December 14, 2020, Mason Graphite pointed to the fact that with two (2) board seats, Al-Tamimi is already overrepresented and currently controls 33% of the Board votes. This is clearly an amount way beyond his 9.9% equity position in the Company. Once again, this illustrates the Board's repeated efforts to accommodate Al-Tamimi and his endless demands. Furthermore, Mason Graphite's single largest investor, Investissement Québec, with 12.5% of the issued and outstanding shares, holds only one seat on the current Board and would not be on Al-Tamimi's board at all despite their contractual right to hold a seat on the Board.

As evidenced above, Glass Lewis shares Mason Graphite's concern over Al-Tamimi's proposed absolute control of the Board should his nominees be voted in. Mason Graphite would like to remind shareholders that Al-Tamimi's Board nominees will only serve his agenda at the expense of all other shareholders.

#### AL-TAMIMI'S HIGHLY QUESTIONABLE CHOICE FOR THE NEXT CEO OF MASON GRAPHITE: SIMON MARCOTTE

Glass Lewis notes their concern that Al-Tamimi:

*"...who elsewhere heavily messages his preferences, has not credibly established intention to undertake a measured*

*exploration of the most compelling senior executives for MGI if his solicitation is completely successful... Mr. Tamimi does not provide what we consider to be comprehensive reasoning as to why Mr. Marcotte, who the board glancingly derides as a former investor relations officer with purportedly questionable ethics, should be viewed as the best possible outcome for MGI and its unaffiliated investors."*

As illustrated above, Glass Lewis also shares Mason Graphite's views on Al-Tamimi's proposal to appoint Simon Marcotte to the vital role of the next CEO of Mason Graphite. Mason Graphite reminds shareholders of their December 16, 2020 press release which confirmed they had forwarded a whistle-blower complaint to the Autorité des marchés financiers pertaining to Simon Marcotte as he requested a reduced title with no reduction in pay, responsibility or access to insider knowledge, to avoid trading disclosure requirements and to have the ability to trade because of financial concerns.

#### **The Board of Directors of Mason Graphite reiterates that:**

- It has shown an openness and a willingness to collaborate with Al-Tamimi, however, they will not blindly follow his demands as the Board will continue to fulfill its fiduciary duty to ALL shareholders.
- It is focused on a sound strategic plan which it developed around the growing market demand and superior economics for value-added products. That plan which demonstrated foresight and market knowledge was supported by the entire board, including the representative of Al-Tamimi.
- In direct contrast to Al-Tamimi's nominees, the current Board has the depth and expertise to deliver on their plan to provide superior shareholder value.

#### **VOTE TO SUPPORT THE CURRENT BOARD**

In order to ensure that the opportunistic and self-serving Al-Tamimi and his nominees are not given the opportunity to take the reins of Mason Graphite without paying shareholders a premium, all shareholders are encouraged to vote using Management's proxy well in advance of the deadline on December 23, 2020 at 10:00 a.m. (Eastern Time).

#### **SHAREHOLDER QUESTIONS AND VOTING ASSISTANCE**

Please contact the Company's shareholder communications advisor and proxy solicitation agent, Laurel Hill Advisory Group at:

Toll-Free: 1-877-452-7184

Email: [assistance@laurelhill.com](mailto:assistance@laurelhill.com)

#### **About Mason Graphite**

Mason Graphite is a Canadian corporation dedicated to the production and transformation of natural graphite. Its strategy includes the development of value-added products, notably for green technologies like transport electrification. The Company also owns 100% of the rights to the Lac Guéret graphite deposit, one of the richest in the world. The Company is managed by an experienced team cumulating many decades of experience in graphite, covering production, sales, as well as research and development.

For more information, please visit [www.masongraphite.com](http://www.masongraphite.com)

#### **Mason Graphite Inc.**

Ana Rodrigues at [info@masongraphite.com](mailto:info@masongraphite.com) or 1 514 289-3580

Head Office: 3030, boulevard Le Carrefour, suite 600, Laval, Quebec, Canada, H7T 2P5

#### **Cautionary Statements**

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*Forward-looking information is based on assumptions management believes to be reasonable at the time such statements are made, including but not limited to, continued exploration activities, no material adverse change in metal prices, exploration and development plans proceeding in accordance with plans and such plans achieving their stated expected outcomes, receipt of required regulatory approvals, and such other assumptions and factors as set out herein. Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in the forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such forward-looking information. Such forward-looking information has been provided for the purpose of assisting investors in understanding the Company's business, operations and exploration plans and may not be appropriate for other purposes. Accordingly, readers should not place undue reliance on forward-looking information. Forward-looking information is made as of the date of this press release, and the Company does not undertake to update such forward-looking information except in accordance with applicable securities laws.*

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