



Re: Wittering Capital RTO and Go Public Transaction

Dear Fellow Shareholders,

Grafta Nanotech Inc. ("Grafta" or the "Company") is pleased to provide an update on the proposed public transaction (the "RTO") with Wittering Capital Inc.

The following steps have been completed or are currently underway in connection with the RTO:

1. Execution of a letter of intent with Wittering Capital Inc. (completed and previously announced on October 14, 2025)
2. Conversion of financial statements from ASPE to IFRS, as required for public disclosure (completed)
3. Completion of the initial interview with the TSXV (completed)
4. Preparation of audited financial statements, as required by the TSX Venture Exchange ("TSXV") (in progress)
5. Submission of the TSXV listing application, together with all required supporting documentation (in progress)

As part of the listing application process, the TSXV requires Grafta to complete a financing of approximately \$2.25 million in order to (i) fund operating costs for the next 12 months and (ii) ensure the financing represents at least 10% of the post-RTO combined issued and outstanding shares of the Company.

To support the current financing efforts and provide early-stage market support, the Company has engaged Ace Capital (Toronto-based). Ace Capital has assisted in launching marketing efforts and joined management and the Company met with numerous qualified funds and individual investors. To date, the Company has received commitments from new shareholders, as well as from management and the Board of Directors. Discussions are ongoing with additional prospective investors introduced during these meetings.

In consultation with legal counsel (DLA Piper), the Company has completed a detailed review and confirmed that the securities offered in this financing will be eligible for purchase through RRSPs and TFSAs (Registered Accounts). Management believes that this eligibility provides a compelling opportunity for both existing shareholders and new investors to establish or increase a position in the Company. Interested parties are encouraged to contact the Company, as this will be the final financing prior to the Company becoming public.

The financing is priced at \$0.30 per common share and includes one-half of a warrant exercisable at \$0.50 per share for a period of 18 months from the date of closing.

For additional market context, shareholders are encouraged to review the industry comparables referenced in previous Company communications. These comparable companies continue to experience valuation growth as pre-revenue entities, highlighting the strong momentum within the graphene-based technology sector, including Grafta.

Post RTO, the company will be investigating the opportunity to expand its markets, as well as vertically integrate and expand the suite of products and services.

We appreciate your continued support.

Mark Bentsen, CEO