



Nano One Materials Corp.  
Suite 101B – 8575 Government St  
Burnaby, BC, V3N 4V1, Canada  
p 604-420-2041

[info@nanoone.ca](mailto:info@nanoone.ca)  
[www.nanoone.ca](http://www.nanoone.ca)  
**TSX-V: NNO**  
**FF: LBMB**  
**OTC: NNOMF**

August 2nd, 2019

Dear Warrant Holder:

**Re: Warrant Exercise Incentive Program**

---

We are writing to you in connection with the recently announced early warrant exercise incentive program (the “Incentive Program”) being conducted by Nano One Materials Corp. (the “Company”), which is designed to encourage the early exercise of up to 1,650,000 of its outstanding unlisted warrants (the “Warrants”). The Warrants are currently exercisable at a price of \$1.25 per Common Share until September 8, 2019. If all of the Warrants are exercised during the Early Exercise Period (as defined below), the Company expects to receive gross proceeds of approximately \$2,062,500.

The Incentive Program will commence on August 8, 2019, at 9:00 a.m. (Vancouver time) and expire on August 23, 2019, at 5:00 pm (Vancouver time) (the “Early Exercise Period”). Existing holders of Warrants (“Warrant Holders”) who exercise their Warrants prior to 5:00 p.m. (Vancouver time) on August 23, 2019, in accordance with the terms and conditions described in this letter, will be entitled to receive:

- the common shares in the capital of the Company to which they are otherwise entitled under the terms of the Warrants (the “Underlying Shares”); and
- an additional common share purchase warrant (an “Incentive Warrant”) entitling the holder to purchase one additional common share of the Company for a period of fourteen months from the date of issuance of such Incentive Warrant, at a price of \$1.60.

The Incentive Warrants are subject to an accelerated expiry if the volume weighted average price of the common shares is greater than or equal to \$2.00 for any 10 consecutive trading days and, if the Company has given notice, the Incentive Warrants will expire 30 days following the date of such notice.

Based on the current number of Warrants outstanding, the Company will issue (i) up to 1,650,000 common shares pursuant to the exercise of the Warrants by holders in accordance with the original terms of Warrants; and (ii) up to 1,650,000 Incentive Warrants to Warrant Holders who participate in the Incentive Program.

If you do not exercise your Warrants prior to 5:00 p.m. (Vancouver time) on August 23, 2019, your Warrants will remain outstanding and will continue to be exercisable on the same terms

applicable to such Warrants as they existed prior to the conduct of the Incentive Program. Warrants already exercised are not eligible to participate in the Incentive Program.

Warrant Holders who elect to participate in the Incentive Program will be required to exercise the Warrants in accordance with their terms, and must deliver original copies of the following documents to the Company prior to the expiry of the Early Exercise Period:

- a duly completed and executed exercise form, which accompanies the certificate evidencing the Warrants;
- the original certificate representing the Warrants being exercised; and
- the applicable aggregate exercise price of the Warrants, payable to the Company by way of certified cheque, money order, bank draft or wire transfer in lawful money of Canada.

All original documentation should be delivered to the Company at the following address:

**Nano One Materials Corp.**

Suite 101B - 8575 Government St., Burnaby, British Columbia, V3N 4V1

**Attention: Susan Pan**, Financial Controller

Original documentation should be delivered to the Company by courier. **The Company will not assume responsibility for lost documentation, and Warrant Holders who do not deliver duly completed documentation to the Company prior to the expiry of the Early Exercise Period will not be entitled to participate in the Incentive Program.**

The Company anticipates that definitive certificates evidencing the Incentive Warrants will be delivered to the registered address of the Warrant Holder within five business days following the expiry of the Early Exercise Period.

Any Warrant Holder who is a "U.S. Person" or who wishes to exercise such Warrants in the United States must provide documentation satisfactory to the Company that the exercise thereof will be exempt from the registration requirements of the United States Securities Act of 1933, as amended.

We encourage you to take advantage of the Incentive Program, which we believe to be attractive to you as a Warrant Holder and beneficial to the Company. We thank you for your continued support. Should you have any questions with respect to the Incentive Program, please contact Susan Pan, Financial Controller at the address above or at [susan.pan@nanoone.ca](mailto:susan.pan@nanoone.ca).

Yours truly,

**NANO ONE MATERIALS CORP.**



Dan Blondal  
CEO