
NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

Notice is hereby given that the Annual General and Special Meeting (the “Meeting”) of the shareholders of **Nano One Materials Corp.** (“Nano One” or the “Company”) will be held on **October 14, 2021** at Unit 101A – 8575 Government Street, Burnaby, British Columbia, Canada, at the hour of **1:00 p.m.** (local time in Vancouver) for the following purposes:

1. To receive the annual financial statements of the Company for its fiscal year ended December 31, 2020, together with the auditor’s reports thereon;
2. To set the number of directors at six;
3. To elect directors for the ensuing year;
4. To appoint Davidson & Company LLP, Chartered Professional Accountants, as the Company’s auditor for the ensuing financial year and to authorize the directors to set the auditor’s remuneration;
5. To approve an ordinary resolution as set out in the management proxy circular approving amendments to the articles of the Company and the adoption of the amended and restated articles;
6. To consider, and if thought advisable, pass with or without variation, an ordinary resolution approving the Company’s Omnibus Equity Incentive Plan, and ratify the Awards to the directors and officers as more particularly described in the accompanying information circular; and
7. To transact any other business that may properly come before the Meeting.

Nano One is using the notice and access method for delivering this notice to shareholders. This Notice and related management information circular (the “Meeting Materials”) are available on Nano One’s website at www.nanoone.ca/AGM and under the Company’s profile on SEDAR at www.sedar.com.

The Company will also mail paper copies of the Meeting Materials to those registered and beneficial shareholders who have previously elected to receive or otherwise request paper copies of the Meeting Materials. All other shareholders of the Company will receive a notice and access notification containing information on how to obtain electronic and paper copies of the Meeting Materials in advance of the Meeting. Shareholders wishing to receive paper copies of the Meeting Materials can request them from the Company by calling Computershare Investor Services Inc. (Computershare) by phone at 1-800-564-6253 (North American toll free) or 1-514-982-7555 (International) or by email at info@nanoone.ca. The Company will mail paper copies of the Meeting Materials to requesting shareholders at no cost to them within three business days of their request, if such requests are made before the Meeting.

You have the right to vote of if you were a shareholder of the Company at the close of business on September 1, 2021. Shareholders are referred to the management information circular (the “**Circular**”) dated September 7, 2021, accompanying this Notice for more detailed information with respect to the matters to be considered at the Meeting and for the full text of the resolutions.

If you are unable to attend the Meeting, you are encouraged to vote your proxy by mail, or internet so that as large a representation as possible may be had at the Meeting. You will need the control number contained in the accompanying form of proxy (“**Proxy**”) in order to vote. Non-registered shareholders who receive these materials through their broker or other intermediary are requested to follow the instructions for voting provided by their broker or intermediary, which may include the completion and delivery of a voting instruction form (“**VIF**”). To be valid, your Proxy or VIF must be received by the Company’s transfer agent, Computershare Investor Services Inc., 100 University Ave, 8th Floor, Toronto, ON, M5J 2Y1 not later than 48 hours (excluding Saturdays and holidays) before the time of holding the Meeting or any adjournment thereof.

In light of the ongoing public health measures related to the mitigating the effects of the ongoing COVID-19 pandemic the Company is requesting all shareholders and others not to attend the

Meeting in person. Shareholders are strongly urged to vote on the matters before the Meeting by completing the form of proxy or VIF and to attend in the Meeting by teleconference by dialing 1-866-512-0904 (Participant Code: 7478017). Shareholders will be able to submit questions to management of the Company over the telephone but will not be able to vote over the telephone. The Company may need to take additional precautionary measures to comply with government public health directives and advice and to help protect the health of our communities, shareholders, employees and other stakeholders from risks associated with the ongoing COVID - 19 pandemic.

DATED at Vancouver, British Columbia, this 7th day of September, 2021.

BY ORDER OF THE BOARD

"Dan Blondal"

Dan Blondal, CEO