



**4000 – 1 Place Ville-Marie
Montréal, Québec
H3B 4M4 Canada**

NOTICE is hereby given that the annual and special meeting of the shareholders of NanoXplore Inc. (the “**Corporation**” or “**NanoXplore**”) will be held at the offices of Lavery, de Billy, L.L.P., 40th Floor, 1 Place Ville Marie, Montréal, Québec, Canada, on Monday, November 19, 2018 at 10:00 a.m. (Eastern Standard Time) (the “**Meeting**”), for the following purposes:

1. to receive the financial statements of the Corporation for the fiscal year ended June 30, 2018, together with the report of the auditors thereon (collectively, the “**Financial Statements**”);
2. to elect the directors of the Corporation for the ensuing year;
3. to appoint auditors of the Corporation for the ensuing year and to authorize the directors to fix their remuneration;
4. to consider and, if deemed appropriate, to approve a special resolution (the “**Special Resolution**”) for the purpose of amending the articles of the Corporation, allowing the appointment of additional directors during the year; and
5. to transact such further and other business as may properly be brought before the Meeting or any adjournment or adjournments thereof.

The management proxy circular and a proxy form for the Meeting are enclosed herewith. Additional information relating to the matters to be put before the Meeting is set forth in the management proxy circular which accompanies this notice.

DATED at Montréal, Québec, this 12th day of October 2018.

BY ORDER OF THE BOARD OF DIRECTORS

(s) Soroush Nazarpour
Soroush Nazarpour
President and Chief Executive Officer

IMPORTANT

Holders of shares may exercise their rights by attending the Meeting or by completing a Proxy Form. Those who are unable to attend the Meeting in person are urged to complete and sign the enclosed Proxy Form and return it to TSX Trust Company by mail at 100 Adelaide Street West, Suite 301, Toronto, Ontario, M5H 4H1, or by fax to 1-416-595-9593 before 5:00 p.m. on Thursday, November 15, 2018 or two business days before the commencement of any adjournment of the Meeting. A person appointed as proxy need not be a shareholder of the Corporation.

The Corporation urges shareholders to review the meeting materials before voting.