

**NOTICE DECLARING INTENTION TO BE QUALIFIED UNDER REGULATION 44-101
RESPECTING SHORT FORM PROSPECTUS DISTRIBUTIONS**

December 23, 2020

To: *Autorité des marchés financiers* (Québec)
British Columbia Securities Commission
Alberta Securities Commission
Ontario Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan
The Manitoba Securities Commission
Financial and Consumer Services Commission, New Brunswick
Nova Scotia Securities Commission
The Prince Edward Island Office of the Superintendent of Securities Office
Office of the Superintendent of Securities, Service Newfoundland and Labrador

NanoXplore Inc. (the "Issuer") intends to be qualified to file a short form prospectus under *Regulation 44-101 respecting Short Form Prospectus Distributions*. The Issuer acknowledges that it must satisfy all applicable qualification criteria prior to filing a preliminary short form prospectus. This notice does not evidence the Issuer's intent to file a short form prospectus, to enter into any particular financing or transaction or to become a reporting issuer in any jurisdiction. This notice will remain in effect until withdrawn by the Issuer.

NanoXplore Inc.

By: (s) *Soroush Nazarpour*

Soroush Nazarpour
President and Chief
Executive Officer