



NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

NOTICE is hereby given that the annual meeting of the shareholders of NanoXplore Inc. (the “**Corporation**” or “**NanoXplore**”) will be held on Wednesday, November 25, 2020 at 9:00 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, 2020, 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 the auditors of the Corporation for the ensuing year and to authorize the Directors to fix their remuneration;
4. to pass a resolution ratifying the adoption of By-Law 2, amending By-Law 1, relating to (i) advance notice provisions for the election of directors, and (ii) authorizing shareholder meetings to be held by electronic or other communication facility; and
5. to transact such further and other business as may properly be brought before the Meeting or any adjournment or adjournments thereof.

In light of the unprecedented impact of the coronavirus outbreak (COVID-19) and in consideration of the health and safety of the Corporation’s shareholders, colleagues and the broader community, the Corporation is holding the Meeting as a completely virtual online meeting, which will be conducted via live webcast, where all shareholders regardless of geographic location and equity ownership will have an equal opportunity to participate at the Meeting and engage with Directors of the Corporation and management as well as other shareholders. Shareholders will not be able to attend the Meeting in person. Registered shareholders and duly appointed proxyholders will be able to attend, participate, submit questions and vote at the Meeting online at <https://web.lumiagm.com/265505262>. Non-registered shareholders (being shareholders who hold their shares through a bank, trust corporation, securities broker, trustee or other) who have not duly appointed themselves as proxyholder may also virtually attend as guests. Guests will be able to virtually attend and listen to the Meeting but will not be able to vote or ask questions at the Meeting.

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 20th day of October 2020.

BY ORDER OF THE BOARD OF DIRECTORS

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