Certificate of an Officer in respect of the
Qualification of NanoXplore Inc.
to File a Prospectus in the Form of a Short Form Prospectus
Pursuant to Regulation 44-101

To: ***Autorité des marchés financiers*** **(Québec)**

And to the securities regulatory authority in each of the other provinces of Canada

Re: NanoXplore Inc. (the "**Issuer**")
Filing of a preliminary base shelf prospectus dated December 29, 2021
(the "**Preliminary Prospectus**")

The undersigned, Luc Veilleux, Chief Financial Officer of the Issuer, hereby certifies on behalf of the Issuer and not in his personal capacity that:

1. this certificate is delivered pursuant to Section 4.1(1)(a)(ii) of *Regulation 44-101 respecting Short Form Prospectus Distributions* ("**44-101**");

2. the Issuer is relying on the qualification criteria set forth in Section 2.2 of 44-101 in order to be qualified to file a prospectus in the form of a short form prospectus, in that:

   (a) the Issuer is an electronic filer under *Regulation 13-101 respecting System for Electronic Document Analysis and Retrieval (SEDAR)*;

   (b) the Issuer is a reporting issuer in at least one jurisdiction of Canada;

   (c) the Issuer has filed with the securities regulatory authority in each jurisdiction in which it is a reporting issuer all periodic and timely disclosure documents that it is required to have filed in that jurisdiction:

      (i) under applicable securities legislation;

      (ii) pursuant to an order issued by the securities regulatory authority; or

      (iii) pursuant to an undertaking to the securities regulatory authority;

   (d) the Issuer has, in at least one jurisdiction in which it is a reporting issuer:

      (i) current annual financial statements; and

      (ii) a current annual information form;

(e) the Issuer's equity securities are listed and posted for trading on a short form eligible exchange and the Issuer is not an issuer:

(i) whose operations have ceased; or

(ii) whose principal asset is cash, cash equivalents or its exchange listing;

3. all of the qualification criteria in Section 2.2 of 44-101 have been satisfied; and

4. all of the material incorporated by reference in the Preliminary Prospectus and not previously filed is being filed with the Preliminary Prospectus.

[Signature page follows]

DATED AND SIGNED this 29th day of December 2021, in Montréal, Québec.

NANOXPLORE INC.

(s) Luc Veilleux
Luc Veilleux
Chief Financial Officer

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