



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, December 14, 2022 at 10:00 a.m. (Eastern Standard Time) (the "Meeting"), for the following purposes:

1. to receive the consolidated financial statements of the Corporation for the year ended June 30, 2022, together with the report of the auditors thereon;
2. to elect the Directors of the Corporation for the ensuing year;
3. to reappoint the auditors of the Corporation for the ensuing year and to authorize the Directors to fix their remuneration; and
4. 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.

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 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 9:30 a.m. on Monday, December 12, 2022 or two (2) 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.

DATED at Montréal, Québec, this 15th day of November 2022.

BY ORDER OF THE BOARD OF DIRECTORS

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