



## 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 Thursday, December 5, 2024 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, 2024, 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 10:00 a.m. on Tuesday, December 3, 2024 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.

### Notice and Access Information

In an effort to reduce paper usage, the Corporation has adopted the Notice and Access system as outlined by the Canadian Securities Administrators. Rather than receiving the full Circular, shareholders will receive a Notice of Meeting along with instructions on how to access the remaining materials online, as well as a form of proxy or Voting Instruction Form (“**VIF**”), as applicable. The Circular and other meeting materials are available on [www.sedarplus.ca](http://www.sedarplus.ca), and on the Corporation’s website [www.nanoXplore.ca](http://www.nanoXplore.ca).

We encourage all shareholders to review these materials before voting. For any questions about the Notice and Access system, you can contact our transfer agent, TSX Trust Company, toll-free at 1 866 600 5869.

If you prefer to receive a paper copy of the meeting materials, you may request one free of charge by emailing [tsxtis@tmx.com](mailto:tsxtis@tmx.com). To ensure you receive the paper copy before the proxy deposit deadline, we recommend submitting your request as early as possible, and no later than five business days before the proxy deposit date indicated in your form of proxy or VIF.

Please note that requesting a paper copy of the Circular does not entitle you to a new form of proxy or VIF. You should retain the original form sent to you to cast your vote.

Your participation is important to us. Even if you plan to attend the Meeting, we strongly encourage you to vote in advance by completing and submitting your proxy or VIF. Should you be unable to attend, we urge you to vote beforehand to ensure your voice is heard on the proposals, which are detailed in the Circular.

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

DATED at Montréal, Québec, this 17<sup>th</sup> day of October 2024.

**BY ORDER OF THE BOARD OF DIRECTORS**

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