



NOTICE AND ACCESS NOTIFICATION TO SHAREHOLDERS

You are receiving this notice as Nano One Materials Corp. (“**Nano One**” or the “**Company**”) is utilizing the notice and access model for the delivery of the management information circular (the “**Circular**”) to registered and beneficial shareholders for its annual and special meeting of shareholders (the “**Meeting**”) to be held on October 14, 2021. This notice contains information on how to access the Circular electronically or obtain a paper copy, as well as information on voting your shares using the proxy form or voting instruction form enclosed with this notice. Shareholders that have existing instructions on their account with their intermediary to receive a printed copy of the Circular will receive printed copies. If you have questions about notice and access, you can contact Nano by email at info@nanoone.ca or by phone at +1-604-420-2041.

The Meeting is scheduled to be held on October 14, 2021, at Unit 101A – 8575 Government Street, Burnaby, British Columbia, Canada, at the hour of 1:00 p.m. (local time in Vancouver) for the following purposes:

1. To receive the annual financial statements of the Company for its fiscal year ended December 31, 2020, together with the auditor’s reports thereon;
2. To set the number of directors at six;
3. To elect directors for the ensuing year;
4. To appoint Davidson & Company LLP, Chartered Professional Accountants, as the Company’s auditor for the ensuing financial year and to authorize the directors to set the auditor’s remuneration;
5. To approve an ordinary resolution as set out in the management proxy circular approving amendments to the articles of the Company and the adoption of the amended and restated articles;
6. To consider, and if thought advisable, pass with or without variation, an ordinary resolution approving the Company’s Omnibus Equity Incentive Plan, and ratify the Awards to the directors and officers as more particularly described in the accompanying information circular; and
7. To transact any other business that may properly come before the Meeting.

For detailed information about each of the above items of business, please refer to the section of the Circular titled “*Matters to be Acted Upon at the Meeting*”. Nano One urges shareholders to review the Circular before voting. **Your Vote Is Important.** Meeting materials are available electronically under the Company’s profile at www.sedar.com and also at <https://www.nanoone.ca/AGM>

In light of the ongoing public health measures related to the mitigating the effects of the ongoing COVID-19 pandemic the Company is requesting all shareholders and others not to attend the Meeting in person. **Shareholders are strongly urged to vote on the matters before the Meeting by completing the form of proxy or VIF and to attend the Meeting via teleconference by dialing 1-866-512-0904 (Participant Code: 7478017).** Shareholders will be able to submit questions to management of the Company over the telephone but will not be able to vote over the telephone. The Company may need to take additional precautionary measures to comply with government public health directives and advice and to help protect the health of our communities, shareholders, employees and other stakeholders from risks associated with the ongoing COVID-19 pandemic.



Requesting Printed Meeting Materials

If you want to receive a paper copy of the Circular, please email the Company at info@nanoone.ca or call +1-604-420-2041. A printed copy of the Circular will be sent to you by postal delivery at no cost to you up to one year from the date the Circular was filed on SEDAR. Requests should be received at least seven business days in advance of the proxy deposit date set out in the accompanying proxy form or voting instruction form to receive the Circular in advance of the proxy deposit date and the Meeting date.

Voting Process

If you are a registered shareholder, you will have received a proxy form with this notice. If you are a nonregistered shareholder, you will have received a voting instruction form or a proxy form signed by your intermediary.

Registered shareholders: You may vote online, by phone or by mail in advance of the Meeting. To vote online, go to www.investorvote.com and follow the instructions on the screen. You will need to enter your 15-digit control number at the bottom of your proxy. To vote by telephone, call toll free in North America 1-866-732-8683. To vote by mail, complete the form of proxy and return it in the envelope provided to:

Computershare Investor Services Inc.
Attention: Proxy Department
100 University Avenue, 8th Floor
Toronto, Ontario Canada M5J 2Y1

The deadline for receiving duly completed and executed proxy forms or submitting your proxy by telephone or over the internet is by 1:00 pm (Pacific time) on October 12, 2021, or no later than 48 hours (excluding Saturdays, Sundays and holidays) before the time set for the Meeting or any adjournment or postponement of the Meeting. The Chair of the Meeting may accept or reject any late proxies and can waive or extend the deadline for receiving proxy voting instructions without notice. If a shareholder who has submitted a proxy attends the Meeting via the audiocast and has accepted the terms and conditions when entering the Meeting online, any votes cast by such shareholder on a ballot will be counted and the submitted proxy will be disregarded.

Non-registered shareholders: You should carefully follow the instructions of your intermediary, including those regarding when and where the completed proxy or voting instruction form is to be delivered or otherwise submitted. You may also refer to the section of the Circular titled “*Non-Registered Shareholders*” for more information.

There may be deadlines for non-registered shareholders that are earlier than the deadline for proxies from registered shareholders set out above.

DATED at Vancouver, British Columbia this 7th day of September 2021.

BY ORDER OF THE BOARD

“Dan Blondal”

Dan Blondal, CEO