
NOTICE TO SHAREHOLDERS

You are receiving this notice to advise that Nano One Materials Corp. (“**Nano One**” or the “**Company**”) is using the notice and access method (“**Notice and Access**”) under the Canadian Securities Administrators’ National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* for delivery of this notice and related management information circular (the “**Meeting Materials**”) for its upcoming Annual General & Special Meeting (the “**Meeting**”) of the shareholders. This notice provides you with information on how to view the Meeting Materials online and / or request paper copies.

The Meeting will be held on **Thursday August 1, 2024**, by teleconference or in person at **1:30 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, 2023, together with the auditor’s reports thereon;
2. To elect directors for the ensuing year;
3. 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;
4. To consider, and if thought advisable, pass with or without variation, an ordinary resolution approving all unallocated options, rights and other entitlements under the Company’s Omnibus Equity Incentive Plan, as more particularly described in the accompanying information circular; and
5. To transact any other business that may properly come before the Meeting.

Shareholders are strongly urged to vote on the matters before the Meeting by completing the form of proxy (“Proxy”) or voting instruction form (“VIF”) and to attend in the Meeting by teleconference by dialing 1-866-811-9555 (Participant Code: 7478017#). Please review the Meeting Materials prior to voting.

This communication presents only an overview of the more complete Meeting Materials that are available to you on Nano One’s website at <https://nanoone.ca/investors/agm> and under the Company’s profile on SEDAR+ at www.sedarplus.ca.

Requesting Printed Meeting Materials

Shareholders wishing to receive paper copies of the Meeting Materials can request them from the Company by calling Computershare Investor Services Inc. (Computershare) by phone at 1-800-564-6253 (North American toll free) or 1-514-982-7555 (International) or by email at info@nanoone.ca. The Company will mail paper copies of the Meeting Materials to requesting shareholders at no cost to them within three business days of their request, if such requests are made no later than July 12, 2024. If you are requesting copies of the Meeting Materials, please note that another VIF/ Proxy will not be sent, please retain the copy you receive with this notice for voting purposes. Additional details can be found in the management information circular dated June 20, 2024 (the “**Circular**”).

Voting Process

You have the right to vote if you were a shareholder of the Company at the close of business on June 19, 2024. Shareholders are referred to the Information Circular for more detailed information with respect to the matters to be considered at the Meeting and for the full text of the resolutions. **PLEASE NOTE YOU CANNOT VOTE BY RETURNING THIS NOTICE.**

Eligible shareholders are encouraged to vote your securities online or by mail, so that as large a representation as possible may be had at the Meeting. You will need the control number contained in the accompanying Proxy in order to vote. Non-registered shareholders who receive these materials through their broker or other intermediary are requested to follow the instructions for voting provided by their broker or intermediary, which may include the completion and delivery of a VIF.

Shareholders who cannot attend the Meeting in person may vote by proxy if a registered shareholder or provide voting instructions if a non-registered shareholder.

If you are a non-registered shareholder and a non-objecting beneficial owner, and receive a VIF from Computershare, please complete and return the form in accordance with the instructions. If you do not complete and return the form in accordance with such instructions, you may lose your right to vote at the Meeting, either in person or by proxy.

If you are a non-registered shareholder and an objecting beneficial owner and receive these materials through your broker or through another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or such other intermediary. If you do not complete and return the materials in accordance with such instructions, you may lose your right to vote at the Meeting, either in person or by proxy.

Please refer to the enclosed Proxy/VIF for additional details on how to vote.

DATED at Vancouver, British Columbia, this 21st day of June 2024.

BY ORDER OF THE BOARD

“Dan Blondal”

Dan Blondal, CEO