

# NanoXplore Inc. Announces Bought Deal Private Placement

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**NanoXplore Inc.**  
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MONTREAL, March 5, 2018 /CNW/ - NanoXplore Inc. ("**Nanoxplore**" or the "**Company**") (TSX-V: GRA) – announced that it has entered into an agreement with a syndicate of underwriters co-led by Paradigm Capital Inc. and GMP Securities L.P. (the "**Underwriters**") for a "bought deal" private placement offering of units of the Company (the "**Units**") at a price per unit of \$1.65 (the "**Unit Price**") for aggregate gross proceeds of approximately \$8 million (the "**Offering**"). Each Unit will be comprised of one common share of the Company and one half of one common share purchase warrant (each whole common share purchase warrant, a "**Warrant**"). Each Warrant will entitle the holder thereof to purchase one common share of the Company at a price of \$2.30 or a period of 24 months following the Closing Date (as defined below), and will be subject to accelerated expiration if the closing price of the Company's common shares on the TSX Venture Exchange (or equivalent Canadian exchange) is equal to or greater than \$3.45 per common share for a period of 20 consecutive trading days.

Two existing shareholders of the Company, Mason Graphite Inc. and Martinrea International Inc., have indicated their intention to participate in the Offering.

The Company has granted the Underwriters an option, exercisable, in whole or in part, at any time up to 48 hours before the closing of the Offering, to purchase up to an additional 1,212,200 Units at the Offering Price for additional gross proceeds of approximately \$2,000,000.

The closing of the Offering is subject to the completion of formal documentation, including but not limited to, the execution of an underwriting agreement with the Underwriters in connection with the Offering and receipt of any required regulatory approvals, including approval of the TSX Venture Exchange. Securities issued pursuant to the Offering, including any common shares that may be issued on exercise of the Warrants, will be subject to a statutory hold period expiring four months and one day after closing of the Offering. Closing of the Offering is expected to occur on or about March 27, 2018 or such other date as the Underwriters and the Company may agree (the "**Closing Date**").

The Company intends to use the net proceeds of the Offering for acquisitions, funding for development of a 10,000 tonne per year graphene production plant and general corporate and working capital purposes.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**") or any state securities laws and may not be offered or sold within the United States unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

## About NanoXplore

NanoXplore is a graphene company, a manufacturer and supplier of high volume graphene powder for use in industrial markets as well as standard and custom enhanced thermoplastic products to many customers in transportation, packaging, electronics and other industrial sectors. For more information, please visit [www.nanoxplore.ca](http://www.nanoxplore.ca).

## Forward Looking Statements

### Cautionary Statements

*This press release may contain forward-looking statements. These forward looking statements relate to the closing of the Offering, use of proceeds of the Offering, the exercise of the Underwriters' option, participation by the named existing shareholders and receipt of all regulatory approvals. All forward-looking statements are based on our beliefs as well as assumptions based on information available at the time the assumption was made and on management's experience and perception of historical trends, current conditions and expected future developments, as well as other factors deemed appropriate in the circumstances. No assurance can be given that these assumptions and expectations will prove to be correct. Forward-looking statements are not facts, but only predications and can generally be identified by the use of statements that include phrases such as "anticipate", "believe", "continue", "could", "estimate", "foresee", "grow", "expect", "plan", "intend", "forecast", "future", "guidance", "may", "predict", "project", "should", "strategy", "target", "will" or similar expressions suggesting future outcomes.*

*Forward-looking information is not a guarantee of future performance and involves a number of risks and uncertainties some of which are described herein. Such forward-looking information necessarily involves known and unknown risks and uncertainties, which may cause NanoXplore's actual results to differ materially from any projections of future results expressed or implied by such forward-looking information. These risks and uncertainties include risks related to the satisfaction of the conditions to closing of the acquisition and performance of the businesses acquired pursuant to the acquisition. Any forward-looking information is made as of the date hereof and, except as required by law, NanoXplore does not undertake any obligation to publicly update or revise such information to reflect new information, subsequent or otherwise.*

*Neither TSX Venture Exchange nor its Regulation Services Providers (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.*

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