AMENDMENT, DATED AUGUST 14, 2018,
TO THE ARRANGEMENT AGREEMENT DATED JULY 3, 2018

AMONG:

SIGMA INDUSTRIES INC., a corporation existing under the *Canada Business Corporations Act*,

(hereinafter referred to as "**Sigma**")

\- and –

NANOXPLORE INC., a corporation existing under the *Canada Business Corporations Act,*

(hereinafter referred to as "**NanoXplore**")

\- and –

10854611 CANADA INC., a corporation existing under the *Canada Business Corporations Act*,

(hereinafter referred to as "**SubCo**")

WHEREAS the parties have agreed to combine their businesses pursuant to an arrangement agreement dated July 3, 2018 (the “Arrangement Agreement”);

AND WHEREAS the parties wish to amend the Arrangement Agreement as follows;

NOW THEREFORE THIS AGREEMENT WITNESSES THAT in consideration of the mutual covenants and agreements herein contained and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged by each of the Parties, the Parties hereby agree as follows:

1. The definition of “Market Trading Price” contained in subsection 1.01 (kk) is replaced by the following:

   (kk) "**Market Trading Price**"; shall mean, for any period of 20 consecutive trading days, the closing price of the shares of a Party on the TSXV for each day of such 20-day period;

2. The definition of “Material Adverse Change” contained in subsection 1.01 (kk) is replaced by the following:

   (mm) "**Material Adverse Change**" means, in respect of any Person, any one or more changes, events or occurrences, and "**Material Adverse Effect**" means, in respect of any Person, an effect which, in either case, either individually or in the aggregate, is, or would reasonably be expected to be, material and adverse to the business, operations, results of operations, production, assets, capital, property, obligations (whether absolute, accrued, conditional or otherwise), liabilities or financial condition of that Person and its Subsidiaries, taken as a whole, other than any change, event, occurrence or effect: (i) in or relating to general political, economic, financial or capital market conditions generally (including any reduction in market indices); (ii) in or relating to, IFRS or regulatory accounting requirements; (iii) in or relating to any change in Laws or any interpretation, application or non-application thereof by any Governmental Entity; or (iv) relating to change of more than 35% in the Market Trading Price from the signature of the Arrangement Agreement arising from the announcement of the execution of this Arrangement Agreement or the transactions contemplated hereby or any change event or occurrence excluded from this definition under other prongs, provided, however, that such effect referred to in clause (i) to (iii) above does not have a disproportionate effect on that Person and its Subsidiaries (taken as a whole) compared to other companies of similar size operating in such Person's industry;

3. Subsection 8.02 (a) (ii) (D) is replaced by the following:

   (D) there is a change of more than 35% in the Market Trading Price of the Arrangement Share Consideration; or

4. The other provisions of the Arrangement Agreement remain unchanged.

SIGMA INDUSTRIES INC.

Per: *(s) Denis Bertrand*
Denis Bertrand
Chief Executive Officer

NANOXPLORE INC.

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

10854611 CANADA INC.

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