FORM 62-103F1
REQUIRED DISCLOSURE UNDER THE EARLY WARNING REQUIREMENTS

1. **Item 1 Security and Reporting Issuer**

1.1. State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.

Common shares.

The name and address of the Issuer are:

NanoXplore Inc.
25, boulevard Montpellier
Montréal, Québec
H4N 2G3, Canada

1.2. State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.

Not applicable.

2. **Item 2 Identity of the Acquiror**

2.1. State the name and address of the acquiror.

Mason Graphite Inc.
3030, Boul. Le Carrefour
Suite 600
Laval, Québec
H7T 2P5

2.2. State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.

August 29, 2017.

The acquisition by the acquiror was made in the course of a transaction that constitutes an arm's length reverse takeover of Graniz Mondal Inc. (previous name of the Issuer) by Group NanoXplore Inc. (the "**Transaction**"). The aggregate consideration paid by Graniz Mondal Inc. for the acquisition of Group NanoXplore Inc. consisted of a total of 56,905,233 common shares at a deemed price of $0.45 per share. The securities of Group NanoXplore Inc. were exchanged for securities of the Issuer.

2.3. State the names of any joint actors.

Not applicable.

3. Item 3 Interest in Securities of the Reporting Issuer

3.1. State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file the report and the change in the acquiror's securityholding percentage in the class of securities.

20,471,122 common shares of the Issuer acquired by the acquiror.

3.2. State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file the report.

The acquiror acquired 20,471,122 common shares of the Issuer.

3.3. If the transaction involved a securities lending arrangement, state that fact.

Not applicable.

3.4. State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.

Immediately prior to the Transaction, the acquiror did not own any securities of the Issuer. After giving effect to the Transaction the acquiror beneficialy owns 20,471,122 common shares, representing approximately 25.35% of the issued and outstanding shares in this class of securities and 1,111,111 common share purchase warrants.

3.5. State the designation and number or principal amount of securities and the Acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which

(a) the acquiror, either alone or together with any joint actors, has ownership and control,

See item 3.2.

(b) the acquiror, either alone or together with any joint actors, has ownership but control is held by persons other than the acquiror or any joint actor, and

Not applicable.

(c) the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.

Not applicable.

3.6. If the Acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.

The acquiror beneficially owns 1,111,111 common share purchase warrants of the Issuer, each common share purchase warrant entitling its holder to acquire one additional common share at a price of $0.70 per share for a period of two years. Assuming exercise of the common share purchase warrants, the acquiror would have ownership and control over approximately 26,37% of the total issued and outstanding shares in this class.

3.7. If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement. State if the securities lending arrangement is subject to the exception provided in section 5.7 of Regulation 62-104 respecting Take-Over Bids and Issuer Bids (chapter V-1.1, r. 35).

Not applicable.

3.8. If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.

Not applicable.

4. Item 4 Consideration Paid

4.1. State the value, in Canadian dollars, of any consideration paid or received per security and in total.

The acquiror exchanged its common shares and common share purchase warrants of Group NanoXplore Inc. against securities of the Issuer at a deemed value of $0.45 per common share.

4.2. In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.

Please see section 4.1.

4.3. If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.

Please see section 2.2.

5. Item 5 Purpose of the Transaction

State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:

The securities were acquired for investment purposes and depending on market and other conditions, the acquiror may increase or decrease its beneficial ownership of the Issuer's securities whether in the open market, by privately negotiated, by new issuance or by the exercise of any convertible securities.

Otherwise than hereinabove indicated, the acquiror does not have any plan or future intentions that would result in any of the following:

(a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;

(b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries; a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;

(c) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;

(d) a material change in the present capitalization or dividend policy of the reporting issuer;

(e) a material change in the reporting issuer's business or corporate structure;

(f) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person;

(g) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;

(h) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;

(i) a solicitation of proxies from securityholders;

(j) an action similar to any of those enumerated above.

6. Item 6 – Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer

Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

Not applicable.

Item 7 Change in material fact

If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.

Not applicable.

Item 8 Exemption

If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.

Not applicable.

Item 9 Certification

The acquiror must certify that the information is true and complete in every respect. In the case of an agent, the certification is based on the agent's best knowledge, information and belief but the acquiror is still responsible for ensuring that the information filed by the agent is true and complete.

This report must be signed by each person on whose behalf the report is filed or his authorized representative.

It is an offence to submit information that, in a material respect and at the time and in the light of the circumstances in which it is submitted, is misleading or untrue.

Certificate

I, as the acquiror, certify, or I, as the agent filing the report on behalf of an acquiror, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

Dated: September 5, 2017

Mason Graphite Inc.

(signed) Benoit Gascon
Benoit Gascon, President and CEO