

EARLY WARNING REPORT PURSUANT TO THE NATIONAL INSTRUMENT 62-103 AND MULTILATERAL INSTRUMENT 62-104

1. Name and address of the offeror:

Lomiko Metals Inc.
#439, 7184 120th Street
Surrey, BC, V3W 0M6
Phone: (778) 228-1170
Fax: (604) 583-1932
(the "Offeror")

2. Name of reporting issuer with respect to which this report is filed:

Graphene 3D Lab Inc. (the "Company") (formerly Matnic Resources Inc.)

3. Designation and number or principal amount of securities and the offeror's security-holding percentage in the class of securities of which the offeror acquired ownership or control in the transaction or occurrence giving rise to the obligation to file the news release and whether it was ownership or control that was acquired in those circumstances:

The Offeror has acquired 3,196,970 common shares (the "Shares") in the capital of Graphene 3D Lab Inc. (formerly named MatNic Resources Inc.) ("Graphene 3D") at a deemed price of CDN\$0.075 per Share pursuant to a reverse takeover transaction involving Graphene 3D, Graphene 3D Lab (U.S.) Inc. (formerly Graphene 3D Lab Inc.) ("Graphene 3D U.S.") and the securityholders of Graphene 3D U.S. (the "Transaction").

The Offeror also acquired ownership of 1,200,000 Shares at \$0.25 via a reverse takeover transaction which closed on August 8, 2014, however, the Offeror obtained approval from the TSX Venture Exchange to this transaction on August 14, 2014.

The Offeror now owns and controls 4,396,970 Shares in the capital of Graphene 3D representing approximately 11.23% of the outstanding Shares of Graphene 3D.

4. Designation and number or principal amount of securities and the offeror's security-holding percentage in the class of securities immediately after the transaction or occurrence giving rise to obligation to file the news release.

(a) The Offeror, either alone or together with any joint actors, has ownership and control:

The Offeror now holds 4,396,970 Shares in the capital of Graphene 3D representing approximately 11.23% of the outstanding Shares of Graphene 3D.

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

Not applicable.

(c) The Offeror, either alone or together with any joint actors, has exclusive or shares control but does not have ownership:

Not applicable.

5. Designation and number or principal amount of securities and the percentage of outstanding securities of the class of securities referred to in paragraph (4) over which:

- (i) **the offeror, either alone or together with any joint actors, has ownership but control is held by other persons or companies other than the offeror or any joint actor, and**

See paragraph 4 above.

- (ii) **the offeror, either alone or together with any joint actors, has ownership and control**

Not applicable.

- 6. Name of the market in which the transaction or occurrence that gave rise to the news release took place.**

The shares of the Company are listed on the TSX Venture Exchange.

- 7. Purpose of the Offeror and any joint actors in effecting the transaction or occurrence that gave rise to the reporting obligation, including any future intention to acquire ownership of, or control over, additional securities of the issuer:**

The Offeror acquired the Shares for investment purposes. The Offeror does not intend to acquire additional ownership or control over Shares in the future.

- 8. General nature and the material terms of any agreement, other than lending arrangements, with respect to the securities of the reporting issuer entered into by the Offeror, or any joint actor, and the issuer of the securities or any other entity in connection with the transaction or occurrence giving rise to the reporting obligation, including agreements with respect to the acquisition, holding, disposition or voting of any of the securities:**

3,196,970 of the Shares described herein were pursuant to a securities exchange agreement (the "Securities Exchange Agreement") dated June 6, 2014 between, among others, Graphene 3D and the Offeror. Pursuant to the Securities Exchange Agreement, Graphene 3D acquired all of the issued and outstanding securities of Graphene 3D U.S., including the 3,196,970 shares of common stock held by the Offeror in the capital of Graphene 3D U.S. in exchange for 3,196,970 Shares.

3,196,970 of the Shares held by Lomiko Metals Inc. are subject to the terms of a Surplus Security Escrow Agreement, in accordance with the Policies of the TSX Venture Exchange. Pursuant to the terms of the Tier 2 Surplus Escrow Agreement, 5% of the Shares will be released from escrow upon the issuance of the TSX Venture Exchange bulletin announcing final approval of the listing of the Shares, and respectively 5%, 10%, 10%, 15%, 15% and 40% will be released on each of the dates that is 6 months, 12 months, 18 months, 24 months, 30 months and 36 months from the date of the TSX Venture Exchange bulletin.

- 9. Names of any join actor in connection with the disclosure required herein.**

Not applicable.

- 10. In the case of a transaction or 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, the nature and value of the consideration paid by the Offeror:**

3,196,970 of the Shares were acquired at a deemed price of CDN\$0.075 per Share through the acquisition by Graphene 3D (formerly named MatNic Resources Inc.) of all of the issued and outstanding securities of Graphene 3D U.S. pursuant to the Securities Exchange Agreement.

- 11. If applicable, a description of any change in any material fact set out in the previous report by the entity under the early warning requirements of Part 4 of National Instrument 62-103 in respect of the reporting issuer's securities:**

Not applicable.

- 12. If applicable, a description of the exemption from securities legislation being relied on by the Offeror and the facts supporting that reliance:**

The acquisition was exempt under National Instrument 45-106 - Prospectus and Registration

DATED August 14, 2014.