

FORM 51-102F3
Material Change Report

Item 1 Name and Address of Company

Nano One Materials Corp. (the “Company”)
Unit 101B – 8575 Government St
Burnaby, BC, Canada, V3N 4V1
Main **604-420-2041**
Office **604-669-2701**

Item 2 Date of Material Change

October 29, 2020

Item 3 News Release

News release dated October 29, 2020 disseminated via Newsfile Corp.

A copy of the Press Release is attached as Schedule “A”.

Item 4 Summary of Material Change

Nano One Materials Corp. (“Nano One” or the “Company”) is pleased to announce that it has closed its previously announced best efforts financing initially announced on October 14, 2020 and upsized on October 15, 2020 (the “Offering”).

5.1 Full Description of Material Change

For a full description of the material change, see Schedule “A”.

5.2 Disclosure for Restructuring Transactions

Not Applicable.

Item 5 Reliance on subsection 7.1(2) or (3) of National Instrument 51 102

Not Applicable.

Item 6 Omitted Information

Not Applicable

Item 7 Executive Officer

Dan Blondal, CEO
Telephone: 604.669.2701

Item 8 Date of Report

DATED at Vancouver, BC, this 29th day of October 2020.

SCHEDULE "A"



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NANO ONE ANNOUNCES CLOSING OF PREVIOUSLY ANNOUNCED EQUITY OFFERING CO-LED BY EIGHT CAPITAL AND GRAVITAS SECURITIES FOR GROSS PROCEEDS OF \$14.37 MILLION

October 29, 2020

Vancouver, Canada (TSX-V: NNO) (OTC-Nasdaq Intl Designation: NNOMF) (Frankfurt: LBMB). Nano One Materials Corp. ("Nano One" or the "Company") is pleased to announce that it has closed its previously announced best efforts financing initially announced on October 14, 2020 and upsized on October 15, 2020 (the "Offering").

The Company issued a total of 5,282,900 units (the "Units") at an offering price of \$2.72 per Unit (the "Issue Price"), which included 686,900 Units issued pursuant to the over-allotment option for gross proceeds of approximately \$14.37 million. Each Unit consisted of one common share in the capital of the Company (a "Common Share") and one-half of one Common Share purchase warrant (each whole warrant, a "Warrant"). Each Warrant will entitle the holder thereof to purchase one Common Share, at an exercise price of \$3.55 for a period of 24 months following the closing of the Offering, expiring October 29, 2022.

The Units were offered on a best efforts basis by Eight Capital and Gravitas Securities Inc., as co-lead agents and joint bookrunners (the "Agents").

In connection with the Offering the Company paid the Agents a cash fee of \$862,169 (6% of the aggregate gross proceeds raised from the Offering), issued to the Agents 422,632 non-transferable compensation warrants ("Compensation Warrants") equal to 8% of the number of Units sold under the Offering and issued to the Agents 79,242 Common Shares in satisfaction of a corporate finance fee. Each Compensation Warrant is exercisable into one Common Share at the Issue Price for a period of 24 months following closing, expiring October 29, 2022.

The Company intends to use the net proceeds of the Offering for research and development initiatives, capital equipment purchases and facility expansion, intellectual property acquisition, business development, working capital and general corporate purposes.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any state in which such offer, solicitation or sale would be unlawful. The securities being offered have not been, nor will they be, registered under the United States *Securities Act of 1933*, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the United States *Securities Act of 1933*, as amended, and applicable state securities laws.

Nano One Materials Corp.

Dan Blondal, CEO

For information with respect to Nano One or the contents of this news release, please contact John Lando (President) at (604) 420-2041 or visit the website at www.nanoone.ca.

About Nano One

Item 9 Nano One Materials Corp has developed patented technology for the low-cost production of high-performance lithium ion battery cathode materials used in electric vehicles, energy storage and consumer electronics. The processing technology enables lower cost feed stocks, simplifies production, and advances performance for a wide range of cathode materials. Nano One has built a demonstration pilot plant and is partnered with global leaders in the lithium ion battery supply chain to advance its lithium iron phosphate (LFP), lithium nickel manganese cobalt oxide (NMC) and lithium nickel manganese oxide (LNM) cathode technologies for large growth opportunities in e-mobility and renewable energy storage applications.

Cautionary Note about Forward-looking Statements and Information

Certain of the statements made and information provided in this news release are forward-looking statements or forward-looking information ("forward-looking statements") within the meaning of applicable Canadian securities legislation. All statements and information other than statements of or information regarding historical fact contained in this news release are forward-looking statements. Often, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "continue", "projected", "potential", "proposed", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes" or the negatives thereof or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might", "likely" or "will" be taken, occur or be achieved.

Forward-looking statements herein include, but are not limited to, statements or information with respect to the use of proceeds of the Offering.

Forward-looking statements are based on a number of assumptions that management considers reasonable, however, if such assumptions prove to be inaccurate, then actual results, activities, performance or achievements may be materially different from those described in the forward-looking statements. These assumptions include those set out below and, except where otherwise stated, Nano One has assumed a continuation of existing business operations on substantially the same basis as exists at the time of this news release. With respect to the forward-looking statements contained in this news release, Nano One has made assumptions regarding, among other things: timely receipt of the necessary regulatory (including stock exchange) approvals and other required approvals; use of proceeds; operating and capital costs; Nano One's ability to generate sufficient cash flow from operations and to access credit and capital markets to meet its future obligations; opportunities available to or pursued by Nano One; Nano One's ability to attract and retain qualified personnel or management; stability of general economic and financial market conditions; and the impact of the COVID-19 pandemic.

Forward-looking statements are subject to known and unknown risks, uncertainties and other important factors that may cause actual results, activities, performance or achievements to be

*materially different from those described in the forward-looking statements. Nano One is subject to material and other risks that could cause actual results to differ significantly from Nano One's current expectations, including the factors disclosed under "Risk Factors" in the Company's annual information form for the fiscal year ended December 31, 2019, dated September 8, 2020, which is incorporated by reference in the Company's short form prospectus dated October 26, 2020 (the "**Prospectus**"), and those risks described in the Prospectus and all other documents incorporated by reference in the Prospectus.*

Nano One will not update this information unless it is required to do so by applicable securities laws. All forward-looking statements in this news release are qualified by these cautionary statements.

NEITHER THE TSX VENTURE EXCHANGE NOR ITS REGULATION SERVICES PROVIDER (AS THAT TERM IS DEFINED IN THE POLICIES OF THE TSX VENTURE EXCHANGE) ACCEPTS RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THIS RELEASE.