

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1: Name and Address of Company

Nano One Materials Corp. (“**Nano One**” or the “**Company**”)

Unit 101B – 8575 Government St
Burnaby, BC,
Canada, V3N 4V1
Main 604-420-2041

Item 2: Date of Material Change

June 17, 2022

Item 3: News Release

A news release announcing the material change was issued on June 17, 2022, through Accesswire and a copy was subsequently filed on SEDAR.

Item 4: Summary of Material Change

On June 17, 2022, the Company announced the closing of a strategic equity investment with Rio Tinto, pursuant to which Rio Tinto made an equity investment in Nano One in the amount of US\$10M.

Item 5.1: Full Description of Material Change

The Company announced it closed a private placement with Rio Tinto Western Holdings Limited, a subsidiary of Rio Tinto, for 4,643,148 common shares (“Shares”) of Nano One purchased at a price of C\$2.70 per share for a total investment into Nano One of US\$10M, equivalent to approximately C\$12,536,500 (the “Private Placement”). The Shares issued under the Private Placement equate to approximately 4.9% of the current issued and outstanding Shares of Nano One.

The two companies also entered into a collaboration agreement (“CA”) which extends to matters that include a study of Rio Tinto’s battery metal products, including iron powders from the Rio Tinto Fer et Titane facility in Sorel-Tracy, Québec, as feedstock for the production of Nano One’s cathode materials. Rio Tinto will contribute know-how from its Critical Minerals and Technology Centre, which has developed a unique expertise in the extraction and processing of critical minerals such as lithium and scandium, as well as minerals from Canada, the United States, and other international sources. Rio Tinto will also collaborate on technical and business matters as may be required in developing, designing, constructing and operating cathode production facilities.

Nano One has issued to Rio Tinto 1,000,000 non-transferrable Share purchase warrants (a “Warrant”) as consideration for their technical and support services per the CA. Each Warrant shall entitle Rio Tinto to purchase one Share at an exercise price of C\$4.00, exercisable until June 16, 2023.

The Company intends to use this investment for technology and supply chain development, commercialization, Nano One's acquisition of the Candiatic facility in Québec (announced 25 May 2022 pending completion), its conversion to One-Pot lithium iron phosphate (LFP) and industrial scale piloting of other Nano One CAM technologies, and for working capital purposes. All securities issued pursuant to the CA are subject to a restricted hold period of four months and a day, under applicable Canadian securities legislation.

Together with the closing of the Private Placement and the CA, the Company entered into an Investor Rights Agreement with Rio Tinto whereby the Company granted Rio Tinto a participation right in any future equity financings to maintain its pro rata ownership interest until no later than June 16, 2027; and Rio Tinto agreed to a lock up on securities dispositions and a standstill for a period of 12 months from the date of closing, subject to certain exemptions.

Item 5.2: Disclosure for Restructuring Transactions

Not applicable.

Item 6: Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7: Omitted Information

No information was omitted.

Item 8: Executive Officer

Dan Blondal, CEO, Phone: 604-420-2041

Item 9: Date of Report

June 23, 2022