

**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**

October 5, 2023

**Item 3: News Release**

A news release announcing the material change was issued on October 5, 2023, through Accesswire and a copy was subsequently filed on SEDAR.

**Item 4: Summary of Material Change**

On October 5, 2023, the Company announced the closing of a strategic equity investment and collaboration with Sumitomo Metals Mining Co. Ltd (“SMM”), announced on September 25, 2023 (the “Transaction”). SMM made an equity investment of C\$16,879,949.85 and the two companies entered into a collaboration agreement (the “CA”) under which they will work together to to accelerate the commercial production of lithium iron phosphate (“LFP”), CAM and nickel-rich CAM chemistries, such as lithium nickel manganese cobalt oxide (“NMC”).

**Item 5.1: Full Description of Material Change**

The Company announced it closed a private placement with SMM, for 5,498,355 common shares (“Shares”) of Nano One purchased at a price of C\$3.07 per share for a total investment into Nano One of C\$16,879,949.85. The Shares issued under the private placement equate to approximately 5% of the current issued and outstanding Shares of Nano One.

The two companies also entered into a CA which involves various aspects primarily centered on supporting the development of battery ecosystems, with a particular focus on LFP and NMC production using the One-Pot process. The collaboration will support technical product optimization for both LFP and NMC, as well as efforts to mitigate supply chain risks. These joint efforts are intended to strengthen and progress the development, design, construction, and operation of Nano One’s proposed LFP production scale pilot plant, the piloting of nickel- and manganese-rich CAMs, and Nano One’s first LFP commercial plant.

Additionally, the Companies will look to explore business development opportunities, including future sales and technology licensing, forging long term partnerships and identifying potential investment and financing opportunities to expand operations. In the pursuit of these shared business objectives, the Companies intend to exchange relevant market information and technical expertise to improve the quality and cost

of CAM produced by the One-Pot process at the Candiac facilities to meet SMM customer requirements.

The Company intends to use this investment principally towards the conversion of its existing Candiac LFP manufacturing facility to a One-Pot production scale pilot plant, nickel- and manganese-rich engineering, and piloting activities, and for working capital purposes.

Together with the closing of the Transaction and the CA, the Company entered into an investor rights agreement (the "IRA") whereby the Company granted SMM a participation right in any future equity financings to maintain its pro rata ownership interest for a period of up to three (3) years. Under the IRA, SMM has agreed to a standstill provision that, among other things, restricts SMM's ability to purchase additional shares without Nano One's consent for a period of 24 months and restricts SMM's ability to sell the Shares for 12 months, subject to certain exemptions. In addition, the Shares are subject to a restricted hold period of four months and a day under applicable Canadian securities legislation.

**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**

October 16, 2023