

# OVERNIGHT MARKETED OFFERING OF UNITS

## TERM SHEET

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### NANO ONE MATERIALS CORP.

### ~C\$6.5 MILLION OFFERING OF UNITS

### TERM SHEET

### NOT FOR GENERAL DISTRIBUTION IN THE UNITED STATES

### December 4, 2025

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*A final base shelf prospectus containing important information relating to the securities described in this document has been filed with the securities regulatory authorities in each of the provinces of Canada, except Quebec. A copy of the final base shelf prospectus, any amendment to the final base shelf prospectus and any applicable shelf prospectus supplement that has been filed, is required to be delivered with this document.*

*This document does not provide full disclosure of all material facts relating to the securities offered. Investors should read the final base shelf prospectus, any amendment, and any applicable shelf prospectus supplement for disclosure of those facts, especially risk factors relating to the securities offered, before making an investment decision. Copies of the final base shelf prospectus, and any applicable shelf prospectus supplement, may be obtained from Canaccord Genuity Corp at [ecm@cgf.com](mailto:ecm@cgf.com) and are also available electronically at [www.sedarplus.ca](http://www.sedarplus.ca).*

*The securities offered pursuant to the Offering have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or the securities laws of any state of the United States (as such term is defined in Regulation S under the U.S. Securities Act) (the "United States"), and may not be offered or sold within the United States, or to, or for the account or benefit of a U.S. Person (as defined in Rule 902(k) of Regulation S under the U.S. Securities Act) or a person in the United States, except as permitted by the Underwriting Agreement relating to the Offering and in transactions exempt from registration under the U.S. Securities Act and applicable U.S. state securities laws. This Offering does not constitute an offer to sell or a solicitation of an offer to buy any of the securities offered hereby within the United States or to, or for the account or benefit of, U.S. persons.*

*Investing in the securities described in this document involves significant risks. Prospective purchasers of the securities should carefully consider the risk factors described under the heading "Risk Factors" and elsewhere in the short form base shelf prospectus and in documents incorporated by reference in the short form base shelf prospectus.*

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- ISSUER:** Nano One Materials Corp. (the "**Company**").
- OFFERING:** 4,650,000 Units (the "**Units**") in the capital of the Company.
- UNITS:** Each Unit shall consist of one common share of the Company (a "**Unit Share**") and one-half of one common share purchase warrant (each whole warrant, a "**Warrant**").
- SIZE OF OFFERING:** Approximately C\$6.5 million of Units (the "**Offering**").
- OVER-ALLOTMENT OPTION:** The Company has granted the Lead Underwriter (as defined below) an option (the "**Over-Allotment Option**"), to purchase up to an additional 15% of the Units being sold pursuant to the Offering at the Offering Price, exercisable at any time, for a period of 30 days after and including the Closing Date. The Over-Allotment Option is exercisable to acquire Units, Unit Shares and/or Warrants (or any combination thereof) at the discretion of the Lead Underwriter.

**OFFERING PRICE:** C\$1.40 per Unit (the “**Offering Price**”).

**WARRANTS:** Each Warrant shall be exercisable into one common share of the Company (a “**Warrant Share**”) for a period of 24 months from the closing date and at an exercise price of C\$1.75, subject to adjustment in certain events. The Warrants will be issued pursuant to the terms of a warrant indenture to be entered into between the Company and a warrant trustee to be determined.

**FORM OF OFFERING:** Commercially reasonable efforts overnight marketed by way of a prospectus supplement (to the short form base shelf prospectus of the Company dated April 26, 2024).

The Units will be offered in each of the provinces of Canada, except Quebec (the “**Canadian Offering Jurisdictions**”) and outside of Canada on a private placement or equivalent basis.

The Units may also be offered and sold in the United States only to a limited number of "accredited investors" (as defined in Rule 501(a) of Regulation D under the 1933 Act ("**U.S. Accredited Investors**") or “qualified institutional buyers” (as defined in Rule 144A under the 1933 Act), in each case, pursuant to the exemption from the registration requirements of the 1933 Act provided by Rule 506(b) of Regulation D or Rule 144A thereunder, and exemptions under applicable state securities laws. Any Units offered and sold in the United States or to, or for the account of benefit of U.S. persons (as defined under the 1933 Act) shall be issued as "restricted securities" (as defined in Rule 144(a)(3) under the 1933 Act).

THE UNITS, THE UNDERLYING UNIT SHARES AND WARRANTS, AND THE WARRANT SHARES ISSUABLE UPON EXERCISE OF THE WARRANTS, HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE 1933 ACT OR ANY U.S. STATE SECURITIES LAWS AND WILL NOT BE OFFERED OR SOLD WITHIN THE UNITED STATES OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, U.S. PERSONS, EXCEPT TO PERSONS REASONABLY BELIEVED BY THE UNDERWRITERS TO BE U.S. ACCREDITED INVESTORS OR QUALIFIED INSTITUTIONAL BUYERS. ANY SECURITIES ISSUED TO IN THE UNITED STATES WILL BE "RESTRICTED SECURITIES" WITHIN THE MEANING OF RULE 144(a)(3) UNDER THE 1933 ACT, AND INSTRUMENTS REPRESENTING SUCH SECURITIES WILL BEAR U.S. RESTRICTIVE LEGENDS IN CUSTOMARY FORM. IN ADDITION, WARRANTS WILL NOT BE EXERCISABLE BY, OR FOR THE ACCOUNT OR BENEFIT OF, A U.S. PERSON OR A PERSON IN THE UNITED STATES ABSENT AN EXEMPTION FROM THE REGISTRATION REQUIREMENTS OF THE 1933 ACT AND APPLICABLE U.S. STATE SECURITIES LAWS.

<b>USE OF PROCEEDS:</b>	The net proceeds of the Offering are expected to be used for business development activities, expansion of the Company's Candiac facility, working capital and general corporate purposes.
<b>COMMISSION:</b>	<p>The Underwriters will receive a fee equal to 6.0% of the aggregate gross proceeds of the Offering (including the Over-Allotment Option), payable in cash (the "<b>Cash Commission</b>"), provided that such Cash Commission shall be reduced to a minimum of 3.0% in respect of the portion of gross proceeds of the Offering attributable to subscribers that appear on the president's list (the "<b>President's List</b>") to be provided by the Company to the Lead Underwriter in advance of the Closing Date.</p> <p>The Underwriters will also receive warrants (the "<b>Compensation Warrants</b>"), exercisable at the Offering Price and for the same exercise period as the Warrants, to acquire that number of Units which is equal to 6.0% of the number of Units sold under the Offering (including the Over-Allotment Option), provided that such number of Compensation Warrants shall be reduced to a minimum of 3.0% in respect of the portion of Units sold under the Offering to subscribers that appear on the President's List.</p>
<b>LISTING:</b>	<p>Application will be made to list the Unit Shares, Warrant Shares and Warrants (using commercially reasonable efforts) on the Toronto Stock Exchange (the "<b>TSX</b>").</p> <p>The common shares are listed on the TSX under the symbol "NANO".</p>
<b>ELIGIBILITY:</b>	The securities issued will be eligible as qualified investment for RRSPs, RRIFs, RESPs, DPSPs, RDSPs, TFSA's and FHSAs.
<b>LEAD UNDERWRITER:</b>	Canaccord Genuity Corp. as lead underwriter and sole bookrunner (the " <b>Lead Underwriter</b> ") on behalf of a syndicate of underwriters.
<b>CLOSING DATE:</b>	The closing of the Offering will occur electronically on or about December 10, 2025 (the " <b>Closing Date</b> ") or such other date as the Company and Canaccord Genuity Corp. shall mutually determine, each acting reasonably.