

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

**Item 1 Name and Address of Company**

Niocan Inc. (the "Issuer" or "Niocan")  
1 Place Ville-Marie  
Suite 1670  
Montréal, Québec  
H3B 2B6

**Item 2 Date of Material Change**

October 31, 2019

**Item 3 News Release**

A press release disclosing the nature and substance of the material change was issued on October 31, 2019 and is attached hereto as Schedule "A".

**Item 4 Summary of Material Change**

On October 31, 2019, the Issuer announced that it has amended its \$2.27 million secured non-convertible debenture with Nio-Metals Holdings LLC ("Nio-Metals") dated February 19, 2013 to extend the maturity date from October 31, 2019 to April 30, 2020, subject to no other condition (the "Amended Secured Debenture"). Except for the maturity date, the other material terms and conditions of the Amended Secured Debenture have remained the same.

No other accessory agreement was entered into with Nio-Metals or other associated entities of Nio-Metals in connection with the Amended Secured Debenture.

The Amended Secured Debenture was approved by all the members of the Board of directors, except for the nominee of Nio-Metals given its interest in the matter, as they considered it in the best interest of the Company.

*Related Party Disclosure*

Pursuant to Multilateral Instrument 61-101 -- *Protection of Minority Security Holders in Special Transactions* ("MI 61-101"), the Amended Secured Debenture constitutes a "related party transaction" as Nio-Metals (the "Related Party") currently holds 49.4% of the issued and outstanding common shares of the Company.

The Company is exempt from the formal valuation requirement of MI 61-101 in connection with this amendment in reliance on section 5.5(b) of MI 61-101, as no securities of the Company are listed or quoted for trading on the the Toronto Stock Exchange, Aequitas NEO Exchange Inc., the New York Stock Exchange, the American Stock Exchange, the NASDAQ Stock Market, or a stock exchange outside of Canada and the United States other than the Alternative Investment Market of the London Stock Exchange or the PLUS markets operated by PLUS Markets Group plc.

"Additionally, the Company is exempt from obtaining minority approval in connection with the Amended Secured Debenture in reliance on section 5.7(f) of MI 61-101, as the transaction is a loan on reasonable commercial terms that are not less advantageous to

the Company than if the loan was obtained from a person dealing at arm's length with the Company, and the loan is not (A) convertible, directly or indirectly, into equity or voting securities of the issuer or a subsidiary entity of the Company, or otherwise participating in nature, or (B) repayable as to principal or interest, directly or indirectly, in equity or voting securities of the Company or a subsidiary entity of the Company.

Moreover, the Related Party, to the extent that it holds Niocan common shares and that its Amended Secured Debenture is not convertible, will experience the same effects as other Niocan shareholders as a result of the Amended Secured Debenture. The Related Party will be entitled to receive interest and return of the principal amount of its Amended Secured Debenture in priority to Niocan shareholders."

For more information on the Company, please refer to the Company's public documents available on SEDAR ([www.sedar.com](http://www.sedar.com)).

**Item 5 Full Description of Material Change**

The press release attached as Schedule "A", issued on October 31, 2019 contains a full description of the material change.

**Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable.

**Item 7 Omitted Information**

Not applicable.

**Item 8 Executive Officer**

For further information, please contact:

Hubert Marleau  
Chairman, President and Chief Executive Officer Niocan Inc.  
[niocan.investorinformation@gmail.com](mailto:niocan.investorinformation@gmail.com)

**Item 9 Date of report**

October 31, 2019

## SCHEDULE "A"

FOR IMMEDIATE RELEASE

### Niocan amends its \$2.27 Million Secured Debenture to extend the maturity date

**Montréal, Québec, October 31, 2019** — Niocan Inc. ("Niocan" or the "Company") (TSX-V-NIO) announces that it has amended its \$2.27 million secured non-convertible debenture with Nio-Metals Holdings LLC ("Nio-Metals") dated February 19, 2013 (the "Amended Secured Debenture") to extend the maturity date from October 31, 2019 to April 30, 2020, subject to no other condition. Except for the maturity date, the other material terms and conditions of the Amended Secured Debenture have remained the same.

No other accessory agreement was entered into with Nio-Metals or other associated entities of Nio-Metals in connection with the Amended Secured Debenture.

The Amended Secured Debenture was approved by all the members of the Board of directors, except for the nominee of Nio-Metals given its interest in the matter, as the members considered it in the best interest of the Company.

#### *Related Party Disclosure*

Pursuant to Multilateral Instrument 61-101 -- *Protection of Minority Security Holders in Special Transactions* ("MI 61-101"), the Amended Secured Debenture constitutes a "related party transaction" as Nio-Metals (the "Related Party") currently holds 49.4% of the issued and outstanding common shares of the Company.

The Company is exempt from the formal valuation requirement of MI 61-101 in connection with this amendment in reliance on section 5.5(b) of MI 61-101, as no securities of the Company are listed or quoted for trading on the the Toronto Stock Exchange, Aequitas NEO Exchange Inc., the New York Stock Exchange, the American Stock Exchange, the NASDAQ Stock Market, or a stock exchange outside of Canada and the United States other than the Alternative Investment Market of the London Stock Exchange or the PLUS markets operated by PLUS Markets Group plc.

"Additionally, the Company is exempt from obtaining minority approval in connection with the Amended Secured Debenture in reliance on section 5.7(f) of MI 61-101, as the transaction is a loan on reasonable commercial terms that are not less advantageous to the Company than if the loan was obtained from a person dealing at arm's length with the Company, and the loan is not (A) convertible, directly or indirectly, into equity or voting securities of the issuer or a subsidiary entity of the Company, or otherwise participating in nature, or (B) repayable as to principal or interest, directly or indirectly, in equity or voting securities of the Company or a subsidiary entity of the Company.

Moreover, the Related Party, to the extent that it holds Niocan common shares and that its Amended Secured Debenture is not convertible, will experience the same effects as other Niocan shareholders as a result of the Amended Secured Debenture. The Related Party will be entitled to receive interest and return of the principal amount of its Amended Secured Debenture in priority to Niocan shareholders."

For more information on the Company, please refer to the Company's public documents available on SEDAR ([www.sedar.com](http://www.sedar.com)).

For more information, please contact:

Hubert Marleau  
Chairman, President and Chief Executive Officer  
[niocan.investorinformation@gmail.com](mailto:niocan.investorinformation@gmail.com)  
(514) 560-7623

#### FORWARD LOOKING STATEMENTS

Certain statements contained in this press release are forward-looking and are subject to numerous risks and uncertainties, known and unknown. For information identifying known risks and uncertainties, relating to the issuance by the Ministry of Environment of the Certificate of Authorization to build the mine in Oka, financial resources, market prices, exchange rates, politico-social conflicts, competition, regulatory approvals, the purchase of the old St-Lawrence Columbian mine site from the Municipality of Oka should the Certificate of Authorization be issued, and other important factors that could cause actual results to differ materially from those anticipated in the forward-looking statements, please refer to the Risk and Uncertainties Section of the Corporation's most recent Management's Discussion and Analysis, which may be found at [www.sedar.com](http://www.sedar.com). Consequently, actual results may differ materially from the anticipated results expressed in these forward-looking statements.