

**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**

July 31, 2019

**Item 3      News Release**

News release dated July 31, 2019 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. announced a warrant exercise incentive program (the "Program") designed to encourage the early exercise of up to 1,650,000 of its outstanding unlisted warrants (the "Warrants") exercisable for common shares of the Company ("Common Shares"). The Warrants are currently exercisable at a price of CAD \$1.25 per Common Share until September 8, 2019.

Full Description of Material Change

**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 31<sup>st</sup> day of July 2019.

## SCHEDULE "A"



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TSX-V: NNO

## NEWS RELEASE

### Nano One Announces Launch Of Early Warrant Exercise Incentive Program

**Vancouver, Canada – July 31, 2019 - (TSX-V: NNO) (OTC-Nasdaq Intl Designation: NNOMF) (Frankfurt: LBMB).** Nano One Materials Corp. ("Nano One" or the "Company") is pleased to announce a warrant exercise incentive program (the "Program") designed to encourage the early exercise of up to 1,650,000 of its outstanding unlisted warrants (the "Warrants") exercisable for common shares of the Company ("Common Shares"). The Warrants are currently exercisable at a price of CAD \$1.25 per Common Share until September 8, 2019.

The Program will commence August 8, 2019, at 9:00 a.m. PDT and expire on August 23, 2019, at 5:00 p.m. PDT (the "Early Exercise Period "). Under the Program, the Company is offering an inducement to each Warrant holder that exercises their Warrants prior to August 23, 2019 (the "Early Exercise Expiry Date"), by the issuance of one additional share purchase warrant for each warrant early exercised. Each new warrant (the "Incentive Warrant") will entitle the holder to purchase one additional Common Share for a period of 14 months from the date of issuance of such Incentive Warrant, at a price of CAD \$1.60. The Incentive Warrants will be subject to a four month hold period from the date of issuance.

The Incentive Warrants are subject to an accelerated expiry if the volume weighted average price of the common shares is greater than or equal to CAD \$2.00 for any 10 consecutive trading days and, if the Company has given notice, the Incentive Warrants will expire 30 days following the date of such notice.

If all of the Warrants are exercised during the Early Exercise Period, Nano One would:

- **receive gross proceeds of CAD \$2,062,500 million on or before the Early Exercise Expiry Date;**
- **issue 1,650,000 common shares pursuant to the exercise of the Warrants by holders in accordance with the original terms of the Warrants; and**
- **issue 1,650,000 Incentive Warrants to Warrant holders pursuant to the early exercise of the Warrants on or before the Early Exercise Expiry Date.**

The terms and conditions of the Program and the method of exercising Warrants pursuant to the Program will be set forth in a letter to be mailed to the registered address of each Warrant holder which will be posted on SEDAR.

Holders of Warrants who elect to participate in the Program will be required to deliver the following to the Company on or prior to 5:00 p.m. PDT on August 23, 2019:

- 1. a duly completed and executed Exercise Form, in the form which accompanies the certificate representing the Warrants;**
- 2. the original certificate representing the Warrants being exercised; and**
- 3. the applicable aggregate exercise price payable to the Company by way of certified cheque, money order, bank draft, or wire transfer in lawful money of Canada.**

To the extent that holders of the Warrants take advantage of the opportunity to exercise their Warrants early, this will strengthen Nano One's current cash position.

The transaction is subject to the receipt of all final regulatory approvals, including the approval of the TSX Venture Exchange. Any Warrants that are not exercised prior to the Early Exercise Expiry Date will remain outstanding and continue to be exercisable for Common Shares on their existing terms.

The Warrants were originally issued by the Company as part of a unit of the Company in connection with a private placement financing completed on September 8, 2017. The underlying Common Shares and Incentive Shares to be issued pursuant to the exercise of the Warrants have not been, and will not be, registered under the U.S. Securities Act or any U.S. state securities laws, and may not be offered or sold in the United States or to, or for the account or benefit of, United States persons absent registration or any applicable exemption from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. This press release does not constitute an offer to sell or the solicitation of an offer to buy securities in the United States, nor in any other jurisdiction.

## **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](http://www.nanoone.ca).

### **About Nano One**

Nano One Materials Corp ("Nano One" or "the Company") 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 feedstocks, simplifies production and advances performance for a wide range of cathode materials. Nano One has built a demonstration pilot plant and is partnering with global leaders in the lithium ion battery supply chain, to advance its NMC, LFP and LMN cathode technologies for large growth opportunities in e-mobility and renewable energy storage applications.

Nano One's pilot and partnership activities are being funded with the assistance and support of the Government of Canada through Sustainable Development Technology Canada (SDTC) and the Automotive Supplier Innovation Program (ASIP) a program of Innovation, Science and Economic

Development Canada ISED). Nano One also receives financial support from the National Research Council of Canada Industrial Research Assistance Program (NRC-IRAP). Nano One's mission is to establish its patented technology as a leading platform for the global production of a new generation of battery materials. [www.nanoone.ca](http://www.nanoone.ca)

*Certain information contained herein may constitute "forward-looking information" under Canadian securities legislation. Forward-looking information includes, but is not limited to, the execution of the Company's plans which are contingent on the receipt of grant monies and the commercialization of the Company's technology and patents. Generally, forward-looking information can be identified by the use of forward-looking terminology such as 'believe', 'expect', 'anticipate', 'plan', 'intend', 'continue', 'estimate', 'may', 'will', 'should', 'ongoing', or variations of such words and phrases or statements that certain actions, events or results "will" occur. Forward-looking statements are based on the opinions and estimates of management as of the date such statements are made and they are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking statements or forward-looking information, including: the ability of the Company to obtain additional financing; including the receipt of grant monies from SDTC, ASIP, NRC-IRAP and the receipt of all necessary regulatory approvals. Although management of the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements or forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements and forward-looking information. The Company does not undertake to update any forward-looking statements or forward-looking information that is incorporated by reference herein, except as required by applicable securities laws.*

**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 NEWS RELEASE**