

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

Item 1. Name and Address of Company

Neo Performance Materials Inc.
121 King St West, Suite 1740
Toronto, Ontario M5H 3T9

Item 2. Date of Material Change

August 26, 2022

Item 3. News Releases

A press release in the form of Schedule "A" attached hereto was disseminated on August 26, 2022 via CNW Group and subsequently filed on the System for Electronic Document Analysis and Retrieval (www.sedar.com).

Item 4. Summary of Material Change

Neo Performance Materials Inc. (TSX: [NEO](#)) ("**Neo**" or the "**Company**") entered into an agreement with Paradigm Capital Inc. (the "**Lead Underwriter**"), on behalf of a syndicate of underwriters (together with the Lead Underwriter, the "**Underwriters**") pursuant to which the Underwriters have agreed to purchase, on a bought deal basis, 4,500,000 common shares (the "**Common Shares**") at an offering price of \$15.00 per Common Share (the "**Issue Price**") for gross proceeds of approximately \$67.5 million (the "**Offering**").

The Company has granted the Underwriters an option, exercisable, in whole or in part, at any time until and including 30 days following the closing of the Offering, to purchase up to 675,000 additional Common Shares, which is equal to 15% of the Common Shares issued in the Offering, at the Issue Price, to cover over-allotments, if any.

The Common Shares will be offered by way of a short form prospectus to be filed in all of the provinces of Canada other than Quebec. The Offering is expected to close on or about September 15, 2022 and is subject to certain conditions including, but not limited to, the receipt of all necessary corporate and regulatory approvals, including the approval of the Toronto Stock Exchange and the applicable securities regulatory authorities

The Company intends to use the net proceeds of the Offering primarily for general corporate purposes including the expansion, maintenance of global assets and the pursuit of strategic growth opportunities around the globe.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

See Schedule "A" attached.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

The report is not being filed on a confidential basis.

Item 7. Omitted Information

No significant facts have been omitted from this report.

Item 8. Executive Officer

The following officer may be contacted for further information:

Alexander Caldwell
Vice President, Administration and Corporate Secretary
inquiries@neomaterials.com

Item 9. Date of Report

This report is dated this 26th day of August, 2022.



SCHEDULE "A"

NEO PERFORMANCE MATERIALS ANNOUNCES \$67.5 MILLION BOUGHT DEAL TREASURY OFFERING OF COMMON SHARES

THIS NEWS RELEASE IS NOT INTENDED FOR DISTRIBUTION TO UNITED STATES NEWSWIRE SERVICES OR DISSEMINATION IN THE UNITED STATES.

Toronto, Canada, August 26, 2022 – Neo Performance Materials Inc. (TSX:NEO) (“**Neo**” or the “**Company**”) announces that it has entered into an agreement with Paradigm Capital Inc. (the “**Lead Underwriter**”), on behalf of a syndicate of underwriters (together with the Lead Underwriter, the “**Underwriters**”) pursuant to which the Underwriters have agreed to purchase, on a bought deal basis, 4,500,000 common shares (the “**Common Shares**”) at an offering price of \$15.00 per Common Share (the “**Issue Price**”) for gross proceeds of approximately \$67.5 million (the “**Offering**”).

The Company has granted the Underwriters an option, exercisable, in whole or in part, at any time until and including 30 days following the closing of the Offering, to purchase up to 675,000 additional Common Shares, which is equal to 15% of the Common Shares issued in the Offering, at the Issue Price, to cover over-allotments, if any.

The Common Shares will be offered by way of a short form prospectus to be filed in all of the provinces of Canada other than Quebec, and such other additional jurisdictions as agreed to by the Company and the Underwriters. Private placement offerings in the United States will be made to “qualified institutional buyers” pursuant to Rule 144A of the United States Securities Act of 1933. The Offering is expected to close on or about September 15, 2022 and is subject to certain conditions including, but not limited to, the receipt of all necessary corporate and regulatory approvals, including the approval of the Toronto Stock Exchange and the applicable securities regulatory authorities. No securities regulatory authority has either approved or disapproved of the contents of this news release.

The Company intends to use the net proceeds of the Offering primarily for general corporate purposes including the expansion, maintenance of global assets and the pursuit of strategic growth opportunities around the globe.

This press release does not constitute an offer of securities for sale in the United States. The securities being offered have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, and may not be offered or sold in the United States or to, or for the account or benefit of, U.S. persons absent registration or an applicable exemption from the registration requirements. This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any State in which such offer, solicitation or sale would be unlawful.

About Neo Performance Materials Inc.

Neo manufactures the building blocks of many modern technologies that enhance efficiency and sustainability. Neo's advanced industrial materials - magnetic powders and magnets, specialty chemicals, metals, and alloys - are critical to the performance of many everyday products and emerging technologies. Neo's products help to deliver the technologies of tomorrow to consumers today. The business of Neo is organized along three segments: Magnequench, Chemicals & Oxides and Rare Metals. Neo is headquartered in Toronto, Ontario, Canada; with corporate offices in Greenwood Village, Colorado, US; Singapore; and Beijing, China. Neo operates globally with sales, research and development, and production



across 10 countries, being Japan, China, Thailand, Estonia, Singapore, Germany, United Kingdom, Canada, United States, and South Korea. For more information, please visit www.neomaterials.com.

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Cautionary Statements Regarding Forward Looking Statements

This news release contains "forward-looking information" within the meaning of applicable securities laws in Canada. Forward-looking information may relate to future events or future performance of Neo. All statements in this release, other than statements of historical facts, with respect to Neo's objectives and goals, as well as statements with respect to its beliefs, plans, objectives, expectations, anticipations, estimates, and intentions, are forward-looking information. Specific forward-looking statements in this discussion include, but are not limited to, the following: expectations regarding certain of Neo's future results and information, including, among other things, revenue, expenses, sales growth, capital expenditures, and operations; statements with respect to current and future market trends that may directly or indirectly impact sales and revenue of Neo; expected use of cash balances; continuation of prudent management of working capital; source of funds for ongoing business requirements and capital investments; expectations regarding sufficiency of the allowance for uncollectible accounts and inventory provisions; analysis regarding sensitivity of the business to changes in exchange rates; impact of recently adopted accounting pronouncements; risk factors relating to intellectual property protection and intellectual property litigation; risk factors relating to national or international economies (including the impact of COVID-19), and other risks present in the jurisdictions in which Neo, its customers, its suppliers, and/or its logistics partners operate, and; expectations concerning any remediation efforts to Neo's design of its internal controls over financial reporting and disclosure controls and procedures. Often, but not always, forward-looking information can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "continues", "forecasts", "projects", "predicts", "intends", "anticipates" or "believes", or variations of, or the negatives of, such words and phrases, or state that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved. This information involves known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking information. Neo believes the expectations reflected in such forward-looking information are reasonable, but no assurance can be given that these expectations will prove to be correct and such forward-looking information included in this discussion and analysis should not be unduly relied upon. For more information on Neo, investors should review Neo's continuous disclosure filings that are available under Neo's profile at www.sedar.com.