



Nano One Materials Corp. Insider Trading Policy

1. PURPOSE

The Board of Directors (the "**Board**") of Nano One Materials Corp. (the "**Company**") has established this Insider Trading Policy (the "**Policy**") to ensure that all Directors, Officers, employees and other individuals are aware of, and comply with their legal obligations, and prevent engagement in securities trading that, although not illegal, exposes them and/or the Company to potential reputational risk.

This Policy is intended to provide guidance and assistance to anyone in a Special Relationship with the Company in complying with applicable prohibitions on insider trading and "Tipping". This Policy also provides additional information regarding pre-clearance and blackout periods as well as certain reporting requirements. This Policy supplements and does not replace applicable securities laws and regulations in respect of insider trading and is not intended to replace anyone's individual responsibility to understand and comply with the legal prohibitions against insider trading.

2. DEFINITIONS

For the purposes of this Policy, the following terms are defined below:

"Consultant" means any consultant(s) or contractors or others doing business with the Company, including their respective directors, officers and employees, who receive or have access to Material Non-Public Information regarding the Company.

"Director" means a member of the Board of Directors.

"Derivative Securities" means put or call options or other derivative securities, the value and characteristics of which, depend, in part or whole, on the value and characteristics of the Company's securities. Derivative Securities do not include short sales, which are specifically prohibited by this Policy.

"Immediate Family Members" means the spouse, children, including step-children, and other relatives residing in the same home, or financially dependent upon (including those resulting from adoptive relationships), or whose transactions in the Company's securities are directed or influenced by the person to whom this Policy is applicable.

"Insider" means a person who is described in Section 5 of this Policy.

"Material Change" in relation to the affairs of any Reporting Issuer, means a change in the business, operations, assets or ownership of that Reporting Issuer that would reasonably be expected to have a significant effect on the market price or value of any of the securities of that Reporting Issuer, or a decision to implement such a change made by: (i) senior management of that Reporting Issuer who believe that confirmation of the decision by the board of directors of that Reporting Issuer is probable; or (ii) the board of directors of that Reporting Issuer.

"Material Fact" in relation to securities issued or proposed to be issued by any Reporting Issuer, means a fact that would reasonably be expected to have a significant effect on the market price or value of such securities.

“Material Non-Public Information” means information relating to the Company that is not generally known to the public if (a) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of the Company’s shares; (b) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (c) it would significantly alter the total mix of information available to investors. Examples of information that could be material, depending on scale and magnitude is included as **Appendix “A”** to this Policy.

“Officer” generally means a Director, President, Chief Executive Officer, Chief Financial Officer, Chief Operating Officer, Chief Technology Officer or anyone else designated by the Board of the Company, from time to time.

“Reporting Issuer” refers to the Company and any affiliate of the Company which is a reporting issuer, as that term is defined under Canadian securities laws, from time to time.

“Special Relationship” means, for the purpose of this Policy, a person who is in a special relationship with the Company if the person: (i) is a Director, Officer, or employee of the Company or any of its subsidiaries, including Immediate Family Members; or (ii) is engaging in or is proposing to engage in any business or professional activity with or on behalf of any one of the Company, and includes, without limitation, a Consultant.

3. SUMMARY OF LEGISLATION

Securities legislation prohibits any person in a Special Relationship with the Company from either:

1. purchasing or selling the Company’s securities, including Derivative Securities, with the knowledge of a Material Fact or Material Change concerning the Company that has not been generally disclosed; or
2. informing (or **“Tipping”**) another person or Company of a Material Fact or Material Change concerning the Company before the Material Fact or Material Change has been generally disclosed.

“Tipping” arises when a person discloses Material Non-Public Information about the Company or another public company to third parties or recommends or encourages trading in the securities of the Company or another public company while in possession of Material Non-Public Information about such company. Tipping is illegal, even if the disclosing person does not personally make a trade or benefit from disclosing the information. Tipping can occur through verbal conversations, emails, social media posts, texting or various other modes of communication and can occur if you allow others to access confidential information in your possession.

Material Non-Public Information remains “non-public” until adequate time has passed for the securities markets to digest the information. Material Information about the Company should be considered to be Material Non-Public Information unless there is a certainty that it has been publicly disseminated. Disclosure only on the Company’s or another company’s website does not constitute public disclosure. If you are not sure whether information is Material Non-Public Information, you should consult with a member of Senior Management or the Corporate Secretary for guidance before engaging in a transaction.

4. RESTRICTIONS ON TRADING

All those with access to Material Non-Public Information are prohibited from using such information in trading in the Company's securities until the information has been fully disclosed and a reasonable period of time has passed for the information to be disseminated. In general, the Company has stipulated that

a minimum of two (2) full trading days be allowed after the release of all such disclosures (or the date that confirmation is made that the information in question is no longer Material Information), including after the release of financial statements. If a trade in securities becomes the subject of scrutiny, it will be viewed after the fact with the benefit of hindsight. Therefore, before engaging in any trade, consideration should be made about how the trade may be viewed with the benefit of hindsight.

Blackout Periods

The Company has and may from time-to-time implement unscheduled blackout periods, which may apply generally throughout the organization or only to specific individuals. All Officers and employees with knowledge of such special circumstances will be covered by the unscheduled blackout, subject to the terms and conditions of this Policy. Notice of any such blackout may or may not be communicated by issuance of a written notice. In some circumstances, an unscheduled blackout may be communicated on a case-by-case basis. Accordingly, it is imperative that Directors and Officers observe the pre-clearance procedures set out in Section 5. During any unscheduled blackout period, all Directors, Officers and certain employees, as designated from time to time, are prohibited from trading in securities of the Company during the period commencing at the time that communication of such blackout period is communicated until the date which is two (2) full trading days after the earlier of: (i) the unscheduled Material Information announcement being made; and (ii) the dissemination of an e-mail from the Chief Executive Officer, the Chief Financial Officer or another individual as may be designated by the Chief Executive Officer, confirming that the information in question is no longer Material Information.

Periodic, Regular Disclosure (Quarterly and Annual Financial Results)

The Company is required to publicly release its interim financial results for a particular quarter within forty-five (45) days following the end of the first, second and third quarter. With respect to the annual financial results, the Company is required to release such results within ninety (90) days following the end of its financial year.

A black-out period will be in effect for all directors, Senior Management and employees during the period of preparation of the Company's interim or annual financial results as follows:

- the blackout period will be in effect seven (7) days immediately preceding the day of the Board or Audit Committee meeting at which the financial statements are to be reviewed and/or approved and terminating at the end of two full trading days following their release, whether by way of press release or a filing made with securities regulatory authorities.

Financial results release dates are approximate and will vary on a yearly basis.

Equity Awards

Different considerations apply to the exercise or vesting of Company equity awards during blackout periods. Treatment of equity awards during a blackout are set out in the Company's "Omnibus Equity Incentive Plan", as amended from time to time. Please consult with the Chief Financial Officer or Corporate Secretary if you have any questions about equity awards.

5. INSIDER TRADING PROCEDURES

Prior Notification of Trades by Directors and Officers

To assist in preventing even the appearance of an improper insider trade, all Directors and Officers of the Company should submit prior written notice of intention to carry out a trade (including the exercise of any stock option or any other purchase or sale of any securities of the Company) to the Chief Executive Officer or Chief Financial Officer of the Company with a copy to the Corporate Secretary. No trade is to be carried out without the prior written notice to one of such officers of the Company. Any approval granted for any proposed trade will be valid for seven (7) calendar days unless a shorter period is specified in such e-mail pre-clearance or unless such approval is revoked prior to that time. No trade may be carried out after the expiry of the relevant approval period unless such approval is renewed. If approval is not granted, the Insider or other designated individual may not be informed of the reason for such decision and if made aware of the reason for an event specific prohibition on trading, should not disclose the reason for the prohibition to any third party. Additionally, such persons should not disclose to any third party that a request for pre-clearance was not approved. The notice of intention to carry out a trade must be provided in writing (email notice is acceptable) at least two business days prior to the proposed trade date. Approval of any trade will also be provided in writing (email is acceptable).

Vesting of the Company's securities in accordance with the share compensation plans (including stock options, performance share units, restricted share units and deferred share units) and purchases of the Company's securities in accordance with the terms and subject to the restrictions in the Omnibus Equity Incentive Plan do not require approval under this Policy and are exempt from this pre-clearance requirement. However, the pre-clearance requirement does apply to the exercise of stock options or the sale of any such securities.

Notwithstanding any notice of a trade as provided above, the ultimate responsibility for complying with this Policy and applicable laws and regulations rests with the individual.

Insider Reporting Requirements

All Directors, Officers, and certain other Insiders of the Company are required to file an insider trading report in Canada within ten (10) days after initially becoming an Insider, disclosing such person's beneficial ownership of or control or direction over securities of the Company, including shares, debt securities, stock options, and security-based awards under the Company compensation plans. Each such reporting Insider is also required to file an insider trading report with securities regulators within five (5) calendar days after each trade, or change in beneficial ownership of, or control or discretion over, Company securities, share-based awards and Derivative Securities.

Generally, securities legislation defines "**Insiders**" as:

- every Director or Officer of a public issuer;
- every director or Officer of an issuer that is itself an insider of a public issuer, which includes its subsidiaries;
- any person or Corporation that:
 - (a) beneficially owns, directly or indirectly, voting securities of a public issuer, or
 - (b) exercised control or direction over voting securities of a public issuer, or

- (c) beneficially owns, directly or indirectly, certain voting securities of a public issuer and exercises control or direction over certain other voting securities of a public issuer, carrying more than 10% of the voting rights attached to all voting securities of the public issuer for the time being outstanding other than voting securities held by the person or Corporation as underwriter in the course of distribution.

A copy of the insider report is required to be filed electronically on the System for Electronic Disclosure by Insiders (SEDI).

It is each Insider's personal responsibility to ensure that all requisite insider trading reports are filed with the appropriate securities commissions within the statutory time limits.

The Company is available to assist Directors and Officers in completing and filing the required insider trading reports. Any individual desiring such assistance should contact the Corporate Secretary or other officer of the Company. Insiders are reminded that they remain personally responsible for the timely disclosure of their trading activities and the content and timely filing of applicable reports.

6. PROHIBITED TRANSACTIONS

To avoid the perception of impropriety, individuals in a Special Relationship with the Company must not speculate in the Company's securities, including Derivative Securities at any time. For the purposes of this Policy, "speculate" means the purchase or sale of the Company's securities or Derivative Securities with the intention of reselling or buying back such securities in a relatively short period of time, with the expectation of a rise or fall in the market price. Additionally, certain types of transactions are by their nature regarded as speculative. Anyone considered to be in a Special Relationship with the Company are therefore prohibited from, directly or indirectly, undertaking any of the following activities:

Short selling: short selling of securities of the Company or sales of borrowed securities of the Company. The short sale of Company shares as a method of facilitating the exercise of a valid fixed price option granted by the Company is not a short sale for this purpose. Before selling short against an option, the holder of the option should bring the proposed transaction to the attention of the Company's Chief Executive Officer or Chief Financial Officer to ensure the transaction is treated properly, unless the transaction is through the use of an option exercise and sale facility established by the Company.

Call options: selling a "call option" giving the holder an option to purchase securities of the Company.

Put options: buying a "put option" giving the holder an option to sell securities of the Company.

Hedging: acquiring financial instruments, including for greater certainty, prepaid variable forward contracts, equity swaps, collars or units of exchanged funds, that are designed to hedge or offset a decrease in market value of options, warrants or equity securities granted as compensation or held directly or indirectly by the officer or director.

These prohibitions should be read as extending to securities of other public companies where the price or value of such securities may reasonably be expected to be affected by changes in the price of the Company's securities. Any trading contrary to the prohibitions described in this section may constitute a breach of applicable laws and could result in liability for the individual involved and the Company.

7. PERSONAL RESPONSIBILITY FOR COMPLIANCE WITH THIS POLICY

The consequences of carrying on any prohibited trading activity or failing to file an insider report where required on a timely basis can be severe and may give rise to disciplinary measures up to and including dismissal for cause, as well as legal sanctions such as fines and criminal sanctions.

8. ACKNOWLEDGEMENT OF POLICY

As part of the Company's commitment to compliance, all Directors, Officers, employees and certain of its consultants will be provided with a copy of this policy upon employment or engagement by the Company, or when the policy is amended in any material respect and will be required to acknowledge that they have read and understood the policy and agree to comply with the procedures and restrictions set out in the policy. Requests to make similar acknowledgements may be made on an annual basis.

9. MISCELLANEOUS

This Policy shall be reviewed annually, and any changes must be approved by the Board.

All references in this Policy to the Board shall also refer to any committee of the Board delegated by the Board to act on its behalf.

This Insider Trading Policy was adopted by the Board of Directors on January 26, 2023.

APPENDIX "A"

Examples of Potentially Material Information

The following are examples of the types of events or information which may be material. This list is not exhaustive, and both positive and negative information may be considered Material Information. The determination of whether information is Material Information is subjective and requires judgement.

Changes in Corporate Structure

- changes in share ownership that may affect control of the company
- major reorganizations, amalgamations, or mergers
- take-over bids, issuer bids, or insider bids

Changes in Capital Structure

- the public or private sale of additional securities
- the planned repurchases or redemptions of securities
- planned splits of common shares or offerings of warrants or rights to buy shares
- any share consolidation, share exchange, or stock dividend
- changes in a company's dividend payments or policies
- the possible initiation of a proxy fight
- material modifications to rights of security holders

Changes in Financial Results

- a significant increase or decrease in near-term earnings prospects
- unexpected changes in the financial results for any periods
- shifts in financial circumstances, such as cash flow reductions, major asset writeoffs or write-downs
- changes in the value or composition of the company's assets
- any material change in the company's accounting policy

Changes in Business and Operations

- any development that affects the company's technology, products or markets
- a significant change in capital investment plans or corporate objectives
- major labour disputes or disputes with major contractors or suppliers
- significant new contracts, products, patents, or services or significant losses of contracts or business
- changes to the board of directors or executive management, including the departure of the company's Officers (or persons in equivalent positions)
- the commencement of, or developments in, material legal proceedings or regulatory matters
- waivers of corporate ethics and conduct rules for Officers, Directors, and other key employees
- any notice that reliance on a prior audit is no longer permissible
- de-listing of the company's securities or their movement from one quotation system or exchange to another

Acquisitions and Dispositions

- significant acquisitions or dispositions of assets, property or joint venture interests
- acquisitions of other companies, including a take-over bid for, or merger with, another company