



## Nano One Materials Corp. Whistleblower Policy

### I. INTRODUCTION

Nano One Materials Corp. (the "Company") is committed to maintaining the highest standards of ethics and business conduct, as well as to complying fully with all applicable government and regulatory laws, rules, and regulations; corporate reporting and disclosure standards; accounting practices, accounting controls and auditing practices ("Accounting Standards"); and with its Code of Ethics, which requires the observation of high standards of business practices and ethics in the conduct of the business and operations of the Company, its subsidiaries and affiliates.

### II. PURPOSE

The audit committee (the "Audit Committee") of the board of directors (the "Board of Directors") of the Company is responsible for developing, establishing and maintaining procedures for:

- (a) the receipt, retention and treatment of complaints received by the Company, its subsidiaries and affiliates regarding financial statement disclosure issues, accounting, internal accounting controls, auditing matters or violations of the Code; and
- (b) the submission by employees, officers and directors of the Company, on a confidential and anonymous basis, of concerns regarding questionable financial statement disclosure, accounting, auditing matters or violations to the Company's Code.

In addition, the purpose of this Whistleblower Policy is to state clearly and unequivocally that the Company prohibits discrimination, harassment and/or retaliation against any director, officer or employee who legitimately and in good faith, for the best interests of the Company:

- (a) reports concerns regarding financial statement disclosure issues, accounting, internal accounting controls, auditing matters;
- (b) reports a violation of the Code of Ethics; or
- (c) provides assistance to the Audit Committee, management of the Company or any other person or regulatory or law enforcement body regarding such a report shall not suffer harassment, retaliation or adverse employment consequence.

An employee who retaliates against someone who has reported a concern or a violation is subject to discipline up to and including termination of employment. All other stakeholders who act in good faith shall also suffer no consequences for bringing legitimate matters to the Audit Committee for consideration. Engaging in retaliatory conduct may be considered an offence under various applicable laws.

### III. Reporting Violations

It is the responsibility of all directors, officers and employees to report any concerns they have relating to Accounting Standards or compliance with the Code of Ethics by the Company or any of its subsidiaries or affiliates in accordance with this Whistleblower Policy. All complaints or submissions will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

All such concerns shall be set forth in writing and forwarded in one of the following methods:

(a) In writing to the Chair of the Audit Committee as follows:

Mr. Lyle Brown, Confidential  
Chair, Audit Committee  
Nano One Materials Corp.  
101B - 8575 Government St  
Burnaby, BC V3N 4V1

(b) By email at: [lyle.brown@nanoone.ca](mailto:lyle.brown@nanoone.ca)

Examples of matters that might form the basis for a report under this Whistleblower Policy include, but are not limited to, the following:

- Violation of any applicable law, rule, or regulation that relates to the Company's activities in any jurisdiction.
- Violation of or non-compliance with the Company's Code of Ethics or any corporate policies, including health, safety, environmental, operational, or ethical policies.
- Any unlawful discrimination, workplace harassment (including, without limitation, sexual harassment), workplace violence, substance abuse (if related to and/or impacting on the workplace), and violations of human rights.
- Theft, fraud, unauthorized use and misuse of the Company's assets.
- Fraud or deliberate error in the recording, maintenance, preparation, evaluation, review, or audit of any financial record or statement of the Company or any of its subsidiaries;
- Deficiencies in or noncompliance with the internal policies and controls of the Company or any of its subsidiaries;
- Misrepresentation, false statement or misleading public disclosure by a director, officer, consultant, or employee of the Company or any of its subsidiaries respecting the condition or operations of the Company. Deviation from full and fair reporting of the Company's material activities and financial condition;
- Deviation from full and fair reporting of the Company's financial condition and/or results of operation.

#### IV. Acting in Good Faith

This Whistleblower Policy is intended to encourage and enable directors, officers, employees, and all other stakeholders to raise serious concerns within the Company. It is expected that those making reports will be acting in good faith and have reasonable grounds for filing a report. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

#### V. Handling of Reported Violations

The Audit Committee shall address all reported concerns or complaints, including those regarding compliance with Accounting Standards and non-financial Code of Ethics violations. Violation of, or non-compliance with, the Company's Code of Ethics will be referred to the CEO by the Audit Committee. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation. The Chair of the Audit Committee or the CEO will report the findings of the investigation to the Audit Committee. The complainant will be advised when the investigation is complete. In certain

circumstances, the use of an independent advisor or outside legal counsel, as appropriate, may be requested to assist the Audit Committee in its review and decision-making process.

#### **VI. Retention of Records**

The Audit Committee shall retain records relating to any concern or report of a retaliatory act and to the investigation of any such report for a period judged to be appropriate based upon the merits of the submission. The types of records to be retained by the Audit Committee shall include records of all steps taken in connection with the investigation and the results of any such investigation.

The Company shall retain records of complaints for a period of no less than seven years as a separate part of the records of the Audit Committee.

#### **VII. Policy Review**

The Audit Committee will review and evaluate this Whistleblower Policy and its effectiveness on an annual basis. The Audit Committee will submit any recommended changes, if any, to the Board of Directors for approval.

#### **VIII. Inquiries**

Questions about how this Whistleblower Policy should be followed in a particular case, should be forwarded to the attention of Chair of the Audit Committee.

*This Whistleblower Policy was adopted by the Board of Directors on January 26, 2023.*