

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

1. Name and Address of Company

Class 1 Nickel and Technologies Limited (the “**Company**”)
217 Queen Street West, Suite 401
Toronto, ON M5V 0R2

2. Date of Material Change

September 24, 2019.

3. News Release

A press release disclosing the material change was released on September 24, 2019, through the facilities of Newsfile Corp.

4. Summary of Material Change

The Company announced that it has completed a business combination (the “**Transaction**”) with Legendary Ore Mining Corporation (“**Legendary**”) by way of a “three-cornered amalgamation” resulting in the reverse take-over of the Company by Legendary’s shareholders.

5. Full Description of Material Change

The material change is fully described in the press release which is attached as Schedule “A” hereto.

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

The report is not being filed on a confidential basis.

7. Omitted Information

No significant facts have been omitted from this Material Change Report.

8. Executive Officer.

For further information, contact Benjamin Cooper, President & CEO of the Company at coopercorporate@gmail.com.

9. Date of Report.

This report is dated at Toronto, this 2nd day of October, 2019.

SCHEDULE "A"



Class 1 Nickel and Technologies Completes Reverse Takeover

TORONTO, September 24, 2019 - Class 1 Nickel and Technologies Inc. (formerly Lakefield Marketing Corp.) (the “**Company**”) is pleased to announce that it has completed a business combination (the “**Transaction**”) with Legendary Ore Mining Corporation (“**Legendary**”) by way of a “three-cornered amalgamation”, resulting in the reverse take-over of the Company by Legendary’s shareholders.

The Transaction was completed in accordance with the terms of an amalgamation agreement (the “**Amalgamation Agreement**”) between the Company, Legendary and Bloom Retail Management Inc. (“**Lakefield Subco**”), a wholly-owned subsidiary of the Company. On closing of the Transaction, Legendary amalgamated with Lakefield Subco to form a new corporation, which became a wholly-owned subsidiary of the Company. In exchange for all of the issued and outstanding common shares of Legendary, the Company issued 80 million common shares of the Company to the former Legendary shareholders. As a result, on closing, the former Legendary shareholders held approximately 89% of the 90,046,090 total outstanding shares of the Company.

Immediately prior to the Transaction taking effect, the Company changed its name to “Class 1 Nickel and Technologies Inc.”. Upon the completion of the Transaction, the former directors and officers of the Company resigned from all offices with the Company and new directors and officers were appointed. The following is a description of each of the Company’s newly appointed directors and officers.

Benjamin Cooper, Director, President and Chief Executive Officer

Mr. Cooper, a director and President and Chief Executive Officer of the Company, has more than 20 years of experience working in the capital markets as a corporate advisor and public company director in Australia. Most recently he founded Vanicom Resources Limited, an Australian privately held mineral exploration company, which was previously Legendary’s sole shareholder. Mr. Cooper has assisted public companies in raising capital through various equity and debt financings, and has served in a number of roles related to the financing, administration, marketing and management of public companies. He has significant experience working as an advisor to resource industry participants.

David Fitch, Director

Mr. Fitch, a director of the Company, is also currently Executive Director of QEM Limited, a vanadium company listed on the Australian Stock Exchange. He was previously Chief Operating Officer and joint major shareholder of the Fitch Group. Mr. Fitch has extensive experience in strategic planning, commercial negotiations, business operations and asset management, with a particular focus on greenfield development sites for the commercial and retail sectors, residential development. He is also a director of BioCentral Laboratories Ltd, a company producing advanced products for the firefighting industry and dust suppressants for mining and road construction.

Mathew Gilbertson, Director

Mr. Gilbertson, a director of the Company, also currently serves as an independent board and executive management level consultant, specializing in operational efficiency and economic optimization. He has more than 25 years of management experience within the mining and technology in both the public and private sectors. Mr. Gilbertson has worked on technology implementation and integration projects across Australian and US government programs as well as Fortune 500 companies.

Eric Lowy, Director

Mr. Lowy, a director of the Company, is a partner at Irwin Lowy LLP, a securities law firm (since August 2007). His practice focuses primarily on corporate finance, securities and merger and acquisition transactions, as well as public company governance and regulation, acting for issuers, underwriters and market participants across a number of sectors and in particular the mining sector. Mr. Lowy is an experienced public company director and regularly advises boards of directors and their special committees in complex transactions.

Aamer Siddiqui, Chief Financial Officer

Mr. Siddiqui, CPA, CA, is Chief Financial Officer of the Company. He is also a Manager at Marrelli Support Services Inc., and provides accounting, regulatory compliance, and management advisory services to issuers on the Toronto Stock Exchange, the TSX Venture Exchange and other Canadian and US exchanges.

About Class 1 Nickel and Technologies Inc.

Class 1 Nickel and Technologies Inc. is a mineral resource company seeking to build the next great Canadian base metals company through the acquisition, discovery, exploration, development and operation of high quality, deposits. The Company is focused on the exploration and future development of its 100% owned Alexo-Dundonald Project, an advanced exploration stage, and past-producing nickel-copper-cobalt sulphide project located near Timmins Ontario. In addition, the Company has an option to acquire a 100% interest in the rights held by Vanicom Resources Limited in an option to acquire the Somanike property, an advanced exploration stage nickel-copper mine project, including the past-producing Marbridge Nickel Sulphide Mine located near Val D'Or, Quebec. The Company is focused on advancing these projects and pursuing a stock exchange listing of its shares.

For Further Information Please Contact:

Benjamin Cooper
President and Chief Executive Officer
Class 1 Nickel and Technologies Inc.
Email: coopercorporate@gmail.com