

**EARLY WARNING REPORT FILED PURSUANT TO  
PART 3 OF NATIONAL INSTRUMENT 62-103**

**Form 62-103F1**

*Required Disclosure under the Early Warning Requirements*

**Item 1 – Security and Reporting Issuer**

**1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.**

Class 1 Nickel and Technologies Limited (the “**Issuer**”).

The registered head office of the Issuer is the following:

The Canadian Venture Building  
82 Richmond Street East  
Toronto, Ontario  
M5C 1P1

**1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.**

Non-brokered private placement of common shares of the Issuer (“**Common Shares**”)

**Item 2 – Identity of the Acquiror**

**2.1 State the name and address of the acquiror.**

CL Fitch Pty Ltd. ATF Caelan Fitch Family Trust (“**CF Trust**”)  
Unit 3901 Crown Towers  
5 Palm Avenue, Surfers Paradise  
QLD 4217  
Australia

David Fitch (“**Fitch**”, and together with CF Trust, the “**Acquirors**”)  
Unit 3901 Crown Towers  
5 Palm Avenue, Surfers Paradise  
QLD 4217  
Australia

**2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.**

On April 23, 2020, the Acquirors acquired a total of 6,000,000 Common Shares at \$0.10 per Common Shares for gross proceeds of \$600,000 as part of a non-brokered private placement by the Issuer of 9,500,000 Common Shares (the “Offering”).

**2.3 State the names of any joint actors.**

Fitch, director of the Company, has beneficial ownership and/or control over CF Trust and, accordingly, CF Trust and Fitch are joint actors.

**Item 3 – Interest in Securities of the Reporting Issuer**

**3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file this report and the change in the acquiror’s securityholding percentage in the class of securities.**

Prior to completion of the Offering, the Acquirors owned directly or indirectly 33,671,330 Common Shares or approximately 37.4% of the total number of issued and outstanding Common Shares of the Issuer.

Following the completion of the Offering, the Acquirors will own directly or indirectly 39,671,330 Common Shares or approximately 39.8% of the total number of issued and outstanding Common Shares of the Issuer.

Following the acquisition of securities pursuant to the Offering, the Acquirors’ direct and indirect beneficial holdings of the Issuer has changed by more than 2%, triggering the requirement to file this report.

**3.2 State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file this report.**

The Acquirors acquired a total of 6,000,000 Common Shares at \$0.10 per Common Share for gross proceeds of \$600,000.

**3.3 If the transaction involved a securities lending arrangement, state that fact.**

Not applicable.

**3.4 State the designation and number or principal amount of securities and the acquiror’s securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.**

See Item 3.1.

**3.5 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which**

- (a) the acquiror, either alone or together with any joint actors, has ownership and control,**

After giving effect to the Offering, CF Trust, a trust over which Fitch may be seen to have control, owns 19,986,014 Common Shares representing approximately 20.1% of the issuance and outstanding Common Shares.

After giving effect to the Offering, Fitch beneficially owns, controls or has direction over 39,671,330 Common Shares representing 39.8% of the issued and outstanding Common Shares.

- (b) the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and**

See Item 3.5(a) above.

- (c) the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.**

Not applicable.

**3.6 If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.**

Not applicable.

**3.7 If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.**

**State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.**

Not applicable.

- 3.8 If the or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.**

Not applicable.

#### **Item 4 – Consideration Paid**

- 4.1 State the value, in Canadian dollars, of any consideration paid or received per security and in total.**

The Acquirors acquired 6,000,000 Common Shares at \$0.10 per Common Shares for gross proceeds of \$600,000.

- 4.2 In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.**

See Item 2.2 and Item 4.1

- 4.3 If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.**

Not applicable.

#### **Item 5 – Purpose of the Transaction**

**State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:**

- (a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;**
- (b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;**
- (c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;**
- (d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;**

- (e) a material change in the present capitalization or dividend policy of the reporting issuer;
- (f) a material change in the reporting issuer's business or corporate structure;
- (g) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;
- (h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;
- (i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;
- (j) a solicitation of proxies from securityholders;
- (k) an action similar to any of those enumerated above.

The Common Shares were acquired for investment purposes only, however Fitch will review its holdings from time to time and may increase or decrease its position as future circumstances may dictate.

#### **Item 6 – Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer**

**Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.**

Not applicable.

#### **Item 7 – Change in Material Fact**

**If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.**

Not applicable.

**Item 8 – Exemption**

**If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.**

Not applicable.

**Item 9 – Certification**

The acquiror must certify that the information in this report is true and complete in every respect. In the case of an agent, the certification is based on the agent’s best knowledge, information and belief but the acquiror is still responsible for ensuring that the information filed by the agent is true and complete.

This report must be signed by each person on whose behalf the report is filed or his or her authorized representative.

It is an offence to submit information that, in a material respect and at the time and in the light of the circumstances in which it is submitted, is misleading or untrue.

**Certificate**

The certificate must state the following:

I, as the acquiror, certify, or I, as the agent filing this report on behalf of an acquiror, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

Date: April 24, 2020

**CL FITCH PTY LTD. ATF CAELAN FITCH  
FAMILY TRUST**

Per: *(signed) “David Fitch”*

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Authorized Signing Officer Title

*(signed) “David Fitch”*

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**David Fitch**

