

**FORM 51-102F3**  
**Material Change Report**

**MATERIAL CHANGE REPORT UNDER SECTION 7.1 OF**  
**NATIONAL INSTRUMENT NO. 51-102**

**Item 1.**                    **Reporting Issuer**

Class 1 Nickel & Technologies Limited (the “Company”)  
82 Richmond Street East  
Toronto, Ontario  
M5C 1P1

**Item 2.**                    **Date of Material Change**

A material change took place effective July 19, 2022

**Item 3.**                    **Press Release**

On July 19, 2022, a news release in respect of the material change was disseminated by the Company.

**Item 4.**                    **Summary of Material Change**

The Company announced that it had closed its previously announced private placement (the “Private Placement”) pursuant to which it issued an aggregate of 4,000,000 common shares of the Company (the “Subject Shares”) at a price of Cdn\$0.25 per Subject Share to raise aggregate gross proceeds of Cdn1,000,000.

**Item 5.**                    **Full Description of Material Change**

The material change is described in the Company's press release attached hereto as Schedule "A", which press release is incorporated by reference herein.

The Company announced that it had completed the Private Placement pursuant to which it issued an aggregate of 4,000,000 Subject Shares to raise aggregate gross proceeds of Cdn\$1,000,000.

Pursuant to the Acquisition, David Fitch indirectly acquired an aggregate of 4,000,000 Subject Shares at a price of \$0.25 per share. Mr. Fitch is an insider of the Company. As of July 19, 2022 immediately prior to the closing of the Private Placement, Mr. Fitch held, directly and indirectly, an aggregate of 47,071,330 common shares of the Company (“Shares”) and convertible securities entitling Mr. Fitch to acquire an additional 5,982,751 Shares, representing approximately 36.5% of the issued and outstanding Shares (and approximately 39.3% on a partially diluted basis assuming exercise of such convertible securities only). Following the closing of the Private Placement, Mr. Fitch directly and indirectly holds an aggregate of 51,071,330 Shares and convertible securities entitling Mr. Fitch to acquire an additional 5,982,751 Shares, representing approximately 38.5% of the issued and outstanding Shares (and approximately 41.1% on a partially diluted basis assuming exercise of such convertible securities only).

The Private Placement was approved by the board of directors pursuant to directors’ resolutions dated July 8, 2022. The transaction is exempt from the formal

valuation and minority shareholder approval requirements of applicable securities laws as at the time the Private Placement was agreed to, neither the fair market value of the subject matter of, or the fair market value of the consideration for, the Private Placement insofar as it involves interested parties, exceeded 25% of the Company's market capitalization. The Private Placement was completed to fund the exploration expenditures and general working capital expenses of the Company. A material change report is being filed in connection with the insider participation in the Private Placement less than 21 days in advance of closing of the Private Placement, as the Company did not have prior confirmation of the closing of the Private Placement.

**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 information has been omitted.

**Item 8. Executive Officer**

David Fitch

**Item 9. Date of Report**

DATED at Toronto, in the Province of Ontario, this 19<sup>th</sup> day of July, 2022.

## SCHEDULE “A”

### Class 1 Nickel and Technologies Ltd. Completes Private Placement

**TORONTO, ONTARIO – July 19, 2022** – Class 1 Nickel and Technologies Ltd. (CSE: NICO/OTCQB: NICKLF) ("Class 1 Nickel" or the "Company") is pleased to announce that it has completed its previously announced non-brokered private placement (the “Private Placement”) pursuant to which it has issued an aggregate of 4,000,000 common shares of the Company (the “Subject Shares”) at a price of Cdn\$0.25 per Subject Share to raise aggregate gross proceeds of Cdn\$1,000,000. Mr. David Fitch, President of the Company, has purchased all of the Subject Shares issued pursuant to the Private Placement.

As Mr. Fitch is an insider of the Company, the Private Placement is a “related party transaction” under Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”). The Company is relying upon the exemptions from the formal valuation and minority shareholder approval requirements of MI 61-101 contained in Sections 5.5(b) and 5.7(1)(a) of MI 61-101 in respect of related party participation in the Private Placement as the Company is listed on the Canadian Securities Exchange and neither the fair market value (as determined under MI 61-101) of the subject matter of, nor the fair market value of the consideration for, the Private Placement, insofar as it involves the related parties, exceeded 25% of the Company's market capitalization (as determined under MI 61-101).

The Subject Shares are subject to a statutory hold period expiring on November 20, 2022.

#### **About Class 1 Nickel**

Class 1 Nickel and Technologies Limited (CSE: NICO/OTCQB: NICKLF) is a mineral resource company focused on the development of its 100% owned Alexo-Dundonald Property, a portfolio of komatiite hosted magmatic nickel-copper-cobalt sulphide Mineral Resources located near the City of Timmins, Ontario. The Corporation also owns the Somanike komatiite-hosted nickel-copper sulphide property in Quebec, which includes the famous Marbridge Nickel Mine, as well as additional property interests.

For more information, please contact:

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For additional information please visit our website at [www.class1nickel.com](http://www.class1nickel.com) and our Twitter feed: @Class1Nickel.

Neither the Canadian Securities Exchange nor its regulation services provider has reviewed or accepted responsibility for the adequacy or accuracy of this press release.

*Forward Looking Statements – Certain information set forth in this news release may contain forward-looking statements that involve substantial known and unknown risks and uncertainties, including risks relating to the prospective nature of the Company's property interests. These forward-looking statements are subject to numerous risks and uncertainties, certain of which are beyond the control of Class 1 Nickel, including with respect to the receipt of all permits and licenses, environmental matters, results of exploration activities, increased costs, delays caused by the COVID-19 pandemic, receipt of regulatory approvals, completion of the Private Placement as presently proposed or at all, and availability of capital. Readers are cautioned that the assumptions used in the preparation of such information, although considered reasonable at the time of preparation, may prove to be imprecise and, as such, undue reliance should not be placed on forward-looking statements.*