

**FORM 51-102F3**

**MATERIAL CHANGE REPORT**

**1. Name and Address of Company**

Fathom Nickel Inc. ("**Fathom**" or the "**Company**")  
Suite 104, 1240 Kensington Road NW  
Calgary, Alberta T2N 3P7

**2. Date of Material Change**

October 25, 2021

**3. News Release**

The news release announcing the material change described in this material change report was disseminated through the services of CISION on October 25, 2021, and a copy is filed on the Company's SEDAR profile at [www.sedar.com](http://www.sedar.com).

**4. Summary of Material Change**

Fathom Nickel announces overnight marketing offering of flow-through shares.

**5.1 Full Description of Material Change**

Please see attached Schedule "A".

**5.2 Disclosure for Restructuring Transaction**

Not applicable.

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

Not applicable.

**7. Omitted Information**

No significant facts have been omitted from this report.

**8. Executive Officer**

Doug Porter  
Chief Financial Officer  
(403) 870-4349  
Email: [dporter@fathomnickel.com](mailto:dporter@fathomnickel.com)

**9. Date of Report**

November 1, 2021

## SCHEDULE "A"

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# FATHOM NICKEL ANNOUNCES OVERNIGHT MARKETED OFFERING OF FLOW-THROUGH SHARES

Calgary, Alberta – October 25, 2021 - Fathom Nickel Inc. (CSE: FNI) (FSE: 6Q5) (OTCQB: FNICF) (the "**Company**" or "**Fathom**") is pleased to announce that it is undertaking an overnight marketed public offering (the "**Offering**") of Flow-Through Shares (the "**FT Shares**"). The Offering is expected to be completed pursuant to an agency agreement to be entered into between the Company and Echelon Wealth Partners Inc. ("**Echelon**"), as lead agent and sole bookrunner, on behalf of a syndicate of agents (collectively, the "**Agents**").

The number of FT Shares to be sold and the offering price (the "**Offering Price**") will be determined in the course of marketing and there can be no assurance as to completion of the Offering. The Company has granted the Agents an option to purchase up to an additional 15% of the FT Shares sold under the Offering. The Over-Allotment Option may be exercised in whole or in part as determined by the Agents upon written notice to the Company at any time up to 30 days following the closing date of the Offering (the "**Over-Allotment Option**").

The Offering will be completed (i) by way of a short form prospectus to be filed in the Provinces of British Columbia, Alberta, Manitoba, Ontario, and Nova Scotia (the "**Canadian Jurisdictions**").

The Company will pay the Agents a cash commission equal to 7.0% of the gross proceeds of the Offering, including proceeds received from the exercise of the Over-Allotment Option, in addition to broker warrants to purchase up to 7.0% of the number of FT Shares sold pursuant to the Offering, including the FT Shares from the exercise of the Over-Allotment Option sold in the Offering (the "**Broker Warrants**"). Each Broker Warrant shall entitle the Agents to purchase one common share at the Offering Price for a period of 18 months following the closing of the Offering.

The gross proceeds of the Offering will be used by the Company to incur eligible "Canadian exploration expenses" that will qualify as "flow-through mining expenditures" as such terms are defined in the Income Tax Act (Canada) (the "**Qualifying Expenditures**") related to the Company's Albert Lake Project located in Saskatchewan, Canada on or before December 31, 2022. All Qualifying Expenditures will be renounced in favour of the subscribers effective December 31, 2021.

The Offering is expected to close on or about November 10, 2021, or such other date as the Company and Echelon may agree.

The Offering is subject to customary closing conditions, including the approval of the securities regulatory authorities and the Canadian Securities Exchange (the "**CSE**").

The preliminary short form prospectus is available on SEDAR at [www.sedar.com](http://www.sedar.com).

This news release does not constitute an offer to sell or a solicitation of an offer to sell any of securities in the United States. The securities have not been and will not be registered under the U.S. Securities Act or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

## **About Fathom Nickel Inc.**

Fathom Nickel is a resource exploration and development company that is targeting high-grade nickel sulphide discoveries for use in the rapidly growing global electric vehicle market.

The Company is accelerating exploration on its flagship Albert Lake Project, host to the historic Rottenstone mine, which is recognized as one of the highest-grade (Nickel, Copper, Platinum group metals) deposits of its type ever mined in Canada. The Albert Lake Project consists of over 90,000 ha of mineral claims located in the Trans-Hudson Corridor of Saskatchewan, which is home to numerous world-class mining camps.

ON BEHALF OF THE BOARD

"Brad Van Den Bussche"  
President and CEO, Director

For further information, please contact:

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or

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Forward-Looking Statements:

This news release may contain "forward-looking statements" that are based on expectations, estimates, projections and interpretations as at the date of this news release. Forward-looking statements are frequently characterized by words such as "plan", "expect", "project", "seek", "intend", "believe", "anticipate", "estimate", "suggest", "indicate" and other similar words or statements that certain events or conditions "may" or "will" occur, and include, without limitation, statements regarding the enhancement of the Company's geologic model and extending the areas of known mineralization and the Company's work towards defining a resource base. Such forward looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such risks and other factors may include, but are not limited to, the results of exploration activities; the ability of the Company to complete further exploration activities; timing and availability of external financing on acceptable terms. The Company does not undertake to update any forward-looking information except in accordance with applicable securities laws.

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