

FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

Fathom Nickel Inc. ("**Fathom**" or the "**Company**")
Suite 730, 521 - 3rd Avenue SW
Calgary, Alberta T2P 3T3

2. Date of Material Change

May 8, 2023

3. News Release

The news release announcing the material change described in this material change report was disseminated through the services of NewsFile on May 8, 2023, and a copy is filed on the Company's SEDAR profile at www.sedar.com.

4. Summary of Material Change

Fathom Nickel announces upsizing of previously announced private placement to \$3 million.

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
President & Chief Financial Officer
(403) 870-4349
Email: dporter@fathomnickel.com

9. Date of Report

May 15, 2023

SCHEDULE "A"



FATHOM NICKEL ANNOUNCES UPSIZING OF PREVIOUSLY ANNOUNCED PRIVATE PLACEMENT TO \$3 MILLION

NOT FOR DISTRIBUTION TO UNITED STATES NEWSWIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES. ANY FAILURE TO COMPLY WITH THIS RESTRICTION MAY CONSTITUTE A VIOLATION OF U.S. SECURITIES LAWS.

Calgary, Alberta – May 8, 2023 - Fathom Nickel Inc. (CSE: FNI) (FSE: 6Q5) (OTCQB: FNICF) (the "**Company**" or "**Fathom**") is pleased to announce that, based on very strong demand for its previously announced best efforts non-brokered private placement financing, the Company has upsized the gross proceeds to up to C\$3,000,000 (the "**Upsized Offering**"). All other terms of the Upsized Offering remain unchanged: the Upsized Offering will consist of any combination of: (i) charity flow-through units (the "**Charity FT Units**") at C\$0.19 per Charity FT Unit; (ii) flow-through units (the "**FT Units**") at C\$0.155 per FT Unit; and (iii) hard dollar units (the "**HD Units**") at C\$0.135 per HD Unit of the Company. Crescat Capital LLC ("**Crescat**") has agreed to make a strategic investment for up to 25% of the Offering.

Each Charity FT Unit shall consist of one charity flow-through Common Share (a "**Charity FT Share**") and one transferable Common Share purchase warrant (a "**Warrant**") that shall be exercisable into one Common Share ("**Charity Warrant Share**") for a period of 24 months from issuance at an exercise price of C\$0.20.

Each FT Unit shall consist of one flow-through Common Share (a "**FT Share**") and one-half of a transferable Common Share purchase warrant (the "**Unit Warrant**"), with one whole Unit Warrant exercisable into a Warrant Share for 24 months from issuance at an exercise price of C\$0.23.

Each HD Unit shall consist of one Common Share and one Warrant.

The Upsized Offering will be offered by way of a non-brokered "best efforts" private placement financing offering to "accredited investors" or pursuant to the other available prospectus exemptions under National Instrument 45-106 *Prospectus Exemptions* in all provinces of Canada, except the Province of Quebec, and any other jurisdictions, subject to the receipt of necessary regulatory approvals.

The aggregate gross proceeds raised from the Charity FT Units and FT Units will be used before December 31, 2024 for general exploration expenditures which will constitute Canadian exploration expenses (within the meaning of subsection 66(15) of the *Income Tax Act* (Canada) (the "**Tax Act**")), that will qualify as "flow through critical mineral mining expenditures" within the meaning of the Tax Act (the "**Qualifying Expenditures**"). The net proceeds of the Upsized Offering from the HD Units will be used for exploration and development of the Company's mineral projects and for working capital and general corporate purposes.

"We are very pleased with the response from current and prospective investors of Fathom to the announcement of the now Upsized Offering. The additional proceeds from the Upsized Offering will allow us to expand the extent of the field exploration programs at both the Gochager Lake and Albert Lake Projects", stated Doug Porter, President & CFO. "Planning is currently underway to commence field geophysics in early June. A more detailed exploration plan and timeframe will be announced once finalized in the coming weeks."

It is expected that the Company will pay finders a cash commission, on a yet to be determined percentage, based on the gross proceeds of the Upsized Offering. In addition, it is expected that the Company will issue warrants to finders (the "**Finder Warrants**"), subject to the number of HD Units, Charity FT Units, and FT Units sold pursuant to the Upsized Offering.

The sale of HD Units and FT Units is expected to close on or about May 19, 2023, or such other date as the Company may determine. The sale of Charity FT Units is expected to close on or about June 7, 2023, or such other date as the Company may determine.

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

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities have not been and will not be registered under the *United States Securities Act of 1933*, as amended (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 is an exploration company that is targeting magmatic nickel sulphide discoveries to support the rapidly growing global electric vehicle market.

The Company now has a portfolio of two high-quality exploration projects located in the prolific Trans Hudson Corridor in Saskatchewan: 1) the Albert Lake Project, a 90,000+ hectare project that was host to the historic and past producing Rottenstone deposit (produced high-grade Ni-Cu+PGE, 1965-1969), and 2) the Gochager Lake Project, 19,000+ hectare project host to a historic, NI43-101 non-compliant open pit resource; the Gochager Lake deposit, (of 4.3M tons at 0.295% Ni and 0.081% Cu¹, defined 1967-1970), an analogous drill tested nickel occurrence of drill intersections >1% Ni (Mal Lake last drilled in 1967²), and the Borys Lake Zn-Cu-Pb+Ag occurrence.

For further information, please contact:

Ian Fraser, Chief Executive Officer & Vice-President Exploration
1-403-650-9760
Email: ifraser@fathomnickel.com

or

Doug Porter, President & CFO
1-403-870-4349
Email: dporter@fathomnickel.com

No securities regulatory authority has reviewed the adequacy or accuracy of this release.

¹ *The Saskatchewan Mineral Deposit Index (SMID#0880) reports drill indicated reserves at the historic Gochager Lake Deposit of 4,262,400 tons grading 0.295% Ni and 0.081% Cu mineable by open pit. Fathom cannot confirm the resource estimate nor the parameters and methods used to prepare the reserve estimate. The estimate is not considered NI43-101 compliant and further work is required to verify this historical drill indicated reserve.*

² *Saskatchewan Mineral Deposit Index #0836.*
4891-1706-2752, v. 3

Forward-Looking Statements:

This news release contains "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 completion of the Upsized Offering, price of the FT Units, Charity FT Units and HD Units, dates for closing of the Upsized Offering, amount of proceeds under the Upsized Offering, approval of the Upsized Offering by regulatory authorities, payment of commissions and finder warrants to finders and the Company incurring Qualifying Expenditures. Forward-looking statements relate to information that is based on assumptions of management, forecasts of future results, and estimates of amounts not yet determinable. Any statements that express predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance are not statements of historical fact and may be "forward-looking statements." Forward-looking statements are subject to a variety of risks and uncertainties which could cause actual events or results to differ from those reflected in the forward-looking statements, including, without limitation: risks related to failure to obtain adequate financing on a timely basis and on acceptable terms; risks related to the outcome of legal proceedings; political and regulatory risks associated with mining and exploration; risks related to the maintenance of stock exchange listings; risks related to environmental regulation and liability; the potential for delays in exploration or development activities or the completion of feasibility studies; the uncertainty of profitability; risks and uncertainties relating to the interpretation of drill results, the geology, grade and continuity of mineral deposits; risks related to the inherent uncertainty of production and cost estimates and the potential for unexpected costs and expenses; results of prefeasibility and feasibility studies, and the possibility that future exploration, development or mining results will not be consistent with the Company's expectations; risks related to commodity price fluctuations; and other risks and uncertainties related to the Company's prospects, properties and business detailed elsewhere in the Company's disclosure record. 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. These forward- looking statements are made as of the date hereof and the Company does not assume any obligation to update or revise them to reflect new events or circumstances except in accordance with applicable securities laws. Actual events or results could differ materially from the Company's expectations or projections.