

## Majority Voting Policy

The Board of Directors (the “**Board**”) of Nano One Materials Corp. (the “**Company**”) believes that each director should have the confidence and support of the shareholders of the Company. To this end, the Board has unanimously adopted this policy (“**Policy**”) and future nominee directors for election to the Board will be required to confirm that they will abide by this Policy.

Shareholders are given the opportunity to vote in favour of, or to withhold from voting for, each director nominee individually. Forms of proxy or voter instruction forms for the election of directors at the Company’s shareholder meeting where directors are to be elected will permit a shareholder to vote in favour of, or to withhold from voting, separately for each director nominee. The Chair of the Board will ensure that the number of shares voted in favour or withheld from voting for each director nominee is recorded and promptly made public after the meeting. If the vote was by a show of hands, the Company will disclose the number of shares voted by proxy in favour or withheld for each director.

In an uncontested election of directors at a shareholders’ meeting, the votes cast in favour of the election of a director nominee must represent a majority (50% plus one vote) of the shares voted in favour of and withheld for the election of the director. If that is not the case, the director nominee is required to promptly tender his or her resignation for consideration by the balance of the Board.

A director who tenders a resignation in connection with this Policy will not participate in any meeting of the Board or any committee of the Board at which the resignation is considered. However, if such director must attend a meeting in order to satisfy quorum requirements, then the director must not speak or otherwise participate in any part of the meeting where his or her resignation is discussed, or a related resolution is voted upon.

In the absence of exceptional circumstances, it is expected that the Board will accept the resignation in a time frame consistent with the interest of the Company and in any event within 90 days from the date of the relevant shareholders’ meeting. The resignation will be effective when accepted by the Board. Should the Board in its discretion determine not to accept the resignation, it will issue a press release setting forth the reasons for that decision and shall provide a copy to the Toronto Stock Exchange and such other regulatory bodies to the extent required pursuant to applicable law, including the rules of any exchange on which the Company has listed securities.

Subject to any restrictions under the *Business Corporations Act* (British Columbia), if a resignation is accepted, the Board may:

1. leave a vacancy in the Board unfilled until the next annual general meeting;
2. fill the vacancy by appointing a new director whom the Board considers to merit the confidence of the shareholders; or
3. call a special meeting of shareholders to consider new Board nominee(s) to fill the vacant position(s).

In the event that any director refuses to tender his or her resignation in accordance with this Policy, he or she will not be re-nominated for election by the Board.

This Policy does not apply in a “contested election” where the number of nominees for director is greater than the number of directors to be elected, or in an election which involves a proxy battle (where proxy material is circulated in support of one or more nominees who are not part of the director nominees supported by the Board).

A copy of this Policy shall be made available on the Company’s website.

**Adopted by the Board on September 7, 2021.**