



Nano One Materials Corp. Code of Ethics and Conduct

1. INTRODUCTION

At Nano One Materials Corp. (together with its subsidiaries, “**Nano One**”) we are committed to upholding high standards of ethics and conduct in all our activities. Our Code of Ethics and Conduct (the “**Code**”) provides guidance on the principles and behaviors we expect from our employees, officers, and directors (collectively, “**team members**”) and any other third-party that acts on our behalf or represents Nano One. This Code reflects our commitment to a safe work environment based on integrity, respect, innovation, and collaboration, where everyone is treated with dignity and free from discrimination, harassment, and violence.

As a publicly traded company in Canada, we are committed to conducting business with integrity, honesty, and fairness. Our Code outlines our expectations for team members and provides guidance on ethical considerations in the workplace.

This Code cannot address every possible ethical scenario we might face, so it is up to team members to use good judgment and seek guidance when they have questions, are not sure about the right course of action, or see something that does not appear to be right.

2. RESPONSIBILITIES

Ethical behavior is a personal and collective responsibility, and we all must act in accordance with high ethical standards. Every team member, regardless of work location, is expected to act honestly, comply with the laws governing our business, and maintain an ethical work environment, whether they are dealing with Nano One’s customers, suppliers, shareholders, other team members, or with anyone else with whom they have contact in the course of performing their roles. We are all obligated to promptly raise concerns or issues about suspected or known misconduct with a team leader, member of the executive management team or the Corporate Secretary.

These standards mandate that all team members understand and apply the guidelines in our Code to everyday actions and decisions. Failing to read, attest to, or understand the Code does not exempt us from these responsibilities. All our business activities should withstand any potential public scrutiny and further investigation if necessary.

The guidelines in our Code are based on widely accepted standards of ethical business conduct and applicable laws. The absence of a guideline covering a specific situation does not relieve any of us from the responsibility of acting ethically and within the law. By adhering to our Code, we can maintain our reputation for integrity and continue to succeed as a company.

In some cases, we have specific individual policies that deal exclusively with certain issues raised in this Code. All team members must review these individual policies as they cover a broader range of information relating to the specific issue.

Knowledge of, and compliance with, the Code is a condition of employment or representation for all Nano One team members and any violation of this Code or any applicable law will be subject to disciplinary action, up to and including dismissal.

3. RESPECT AND COLLABORATION

We are dedicated to creating a work environment where all individuals are treated with respect and dignity, free from discrimination, harassment, and violence. We achieve results through collaboration and a shared commitment to health, wellness, and working injury-free.

We have zero tolerance for harassment in any form, including sexual, racial, religious, psychological, verbal, or other types of abuse. We promote a work environment where everyone is treated fairly and with respect, without discrimination and we are committed to equal treatment in all aspects of employment, including hiring, promotion, training, compensation, termination, and corrective action.

4. INTEGRITY AND ETHICAL BEHAVIOR

We expect our team members to act with integrity and ethical behavior in all aspects of their work. This includes honesty, fairness, and responsibility in all interactions with customers, suppliers, business partners, and the public. This includes honesty, fairness, and responsibility in all interactions with customers, suppliers, business partners, and the public. We are committed to creating a work environment that fosters ethical behavior and encourages team members to report any suspected violations of our Code. For more information, please refer to Nano One's Respectful Workplace Policy.

Nano One and all team members shall comply with these guidelines:

Accounting and Financial Reporting

We are committed to ensuring that we meet our accounting, financial and public disclosure obligations. Team members who have roles related to financial reporting and disclosure controls have the responsibility to make full, fair, accurate, timely, and understandable disclosure in reports and documents that we are required to file with, or submit to, securities commissions, as further detailed in our "[Disclosure Policy](#)".

Team members must ensure that Nano One's operations are, at all times, conducted in compliance with all financial recordkeeping and reporting requirements of applicable regulatory bodies and all other applicable anti-money laundering and anti-terrorist statutes, rules, and regulations (*Proceeds of Crime (Money Laundering) and Terrorist Financing Act*), as well as any guidelines issued by a governmental agency.

Conflicts of Interest

A conflict of interest occurs when a team member's personal interests interfere, or appears to interfere, with their professional responsibilities. You are expected to avoid conflicts of interest – and appearance of conflict – and disclose any potential conflicts. If a conflict of interest cannot be avoided, you must recuse yourself from any decision-making or discussions related to the conflict.

Team members, other than directors and executive officers, who have questions about a potential conflict of interest or who become aware of an actual or potential conflict should discuss the matter with, and seek a determination and prior authorization or approval from, their immediate supervisor or the Corporate Secretary. A supervisor may not authorize or approve conflict of interest matters or make determinations as to whether a problematic conflict of interest exists without first providing the Corporate Secretary with a written description of the activity and seeking the Corporate Secretary's written approval. If the

supervisor is involved in the potential or actual conflict, the matter should instead be discussed directly with the Corporate Secretary.

Directors and executive officers must seek determinations and prior authorizations or approvals of potential conflicts of interest exclusively from the Audit Committee.

Communicating with Government Agencies, Regulators or other Officials

In all its dealings, Nano One engages in transparent, honest and responsible communications. Team members should ensure when engaging with government and regulatory officials that they are authorized to represent Nano One in these communications and that they have the knowledge to respond to their inquiries. Please refer to our "[Anti-corruption Anti-bribery Policy](#)" to ensure you're following our best practices in all dealings with government, regulators and officials.

Gifts and Entertainment

You may occasionally receive gifts or entertainment from suppliers, customers, or other business partners. However, gifts or entertainment that are excessive or create the appearance of impropriety are not permitted. If you receive a gift or invitation to an event that you believe may create a conflict of interest, you must immediately report it. Further information on Gifts and Entertainment are covered in our "[Anti-corruption Anti-bribery Policy](#)".

Competition and Antitrust

We are dedicated to complying with all competition and antitrust laws, which includes avoiding practices that may restrict competition, such as price fixing or market allocation. When gathering information about other companies and organizations, including competitors, we must use appropriate and lawful methods. We also forbid possessing trade secrets obtained without the owner's consent or inducing such disclosures from customers or current or former employees of other companies. You must not engage in any illegal anti-competitive behavior and must report any suspected violations.

All team members should strive to respect the rights of, and deal fairly with, our customers, suppliers, competitors, and colleagues. We must not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair business practice.

Insider Trading

Insider trading and other forms of securities fraud are strictly prohibited. You are prohibited from buying or selling securities based on non-public information obtained through your employment or dealings with Nano One. Additionally, you must not share non-public information with others, including family and friends, who may use that information for illegal insider trading. More information can be found in our "[Insider Trading Policy](#)" which was adopted to ensure that all team members are aware of, and comply with their legal obligations, and prevent engagement in securities trading that, although not illegal, exposes you and/or Nano One to potential reputational risks.

Environmental and Social Responsibility

We are committed to being a responsible corporate citizen and to respecting the environment and human rights. This includes compliance with environmental regulations

and upholding standards for human rights and labor practices. When selecting suppliers and service providers, team members must solely consider those who uphold high environmental, human rights, and social responsibility standards, in accordance with Company procurement guidelines and procedures.

Export Controls and Controlled Goods

Nano One's activities often involve the use of materials and data received from locations outside of Canada or the exportation of products and data which may be regulated under Canadian and international laws, regulations, and treaties. Canada imposes economic sanctions to certain countries based on the *Export and Import Permits Act*, the *United Nations Act*, and the *Special Economic Measures Act*. In order to ensure legal compliance with these laws and regulations, Nano One's procurement team seeking to purchase or sell goods and services from abroad, or otherwise transacting with third parties located outside of Canada must:

- Be familiar with [Canada guide on export control](#);
- Ensure that such party is not located in [one of the countries](#) for which Canada has imposed sanctions or restrictions; and
- Obtain approvals as set out in the "*Delegation of Authority Policy*".

Data Privacy and Security

At Nano One, we take privacy very seriously and we are committed to protecting it, in accordance with our "[Acceptable Use of Technology Policy](#)" and other relevant policies. This means that we are ensuring that our team members are aware and enforce of our practices on the matter. We make sure that we do not collect personal information unless it is necessary and we restrict access to it, when we do collect it.

All use of Internet access and electronic communications will be in accordance with applicable laws, regulations, and Nano One policies, and shall not be used to:

- Violate trade secret, copyright, patent or other intellectual property rights;
- Reveal company confidential information via social media, chat rooms, or otherwise;
- Threaten, harass, deceive, defraud, slander, intimidate or offend others or otherwise violate the privacy of any person;
- Attempt to gain illegal access into another computer network or IT system; or
- Download files, unless they are necessary for business purposes and approved by the local IT management.

Personal information will only be released to outside parties in accordance with applicable legal requirements, or with their express consent. Team members who have access to personal information must ensure that personal information is not disclosed in violation of Nano One's policies.

Use of Company Assets

Team members must protect and maintain the integrity of our assets to ensure their proper use, in the best interests of Nano One and our stakeholders. Nano One's assets, including physical property, equipment, facilities, technology, intellectual property, and financial resources, should be used exclusively for legitimate business purposes. The unauthorized use, removal, or destruction of Nano One's assets is strictly prohibited.

All team members must:

- Ensure that Nano One's assets are not used for personal gain or benefit, unless specifically authorized or part of a company-sponsored program;
- Maintain the confidentiality and security of any proprietary, sensitive, or confidential information related to the Nano One's operations, technology, or intellectual property; and
- Report any suspected misuse, theft, or damage of Nano One's assets to a manager or appropriate authority immediately.

5. REPORTING VIOLATIONS

Nano One's Audit Committee, which is responsible for establishing procedures to handle complaints regarding accounting, internal accounting controls, auditing matters, improper behavior, regulatory compliance, safety or other complaints with respect to this Code, has adopted a "Whistleblower Policy" which is intended to encourage and enable team members and others to raise serious good faith concerns without fear of harassment, retaliation or adverse employment consequence. If you believe that a situation or behavior violates this Code, you must report it, either to your immediate supervisor if you are an employee or third party working on behalf of the Company, or to the Audit Committee, or the Corporate Secretary, who will investigate your complaint on behalf of the Board of Directors. You can also report through our anonymous reporting mechanism outlined in our "Whistleblower Policy". Such reports are directed to the Chair of the Audit Committee on a confidential and anonymous basis.

6. WAIVERS AND AMENDMENTS

Only the Board of Directors may waive application of or amend any provision of this Code. A request for such a waiver should be submitted in writing to the Board of Directors for its consideration. Nano One will promptly disclose publicly all substantive amendments to the Code, as well as all waivers of the Code granted to directors or officers in accordance with applicable laws and regulations.

7. ENFORCEMENT

- 7.1. Nano One will ensure prompt and consistent action against violations of this Code.
- 7.2. If, after investigating a report of an alleged prohibited action by a director or executive officer, the Audit Committee determines that a violation of this Code has occurred, the Audit Committee will report such determination to the Board of Directors.
- 7.3. If, after investigating a report of an alleged prohibited action by any other person, the investigating parties determines that a violation of this Code has occurred, they will report such determination to the Board of Directors and if necessary, see independent legal support.
- 7.4. Upon determination that there has been a violation of this Code, the Board of Directors and executive management will take such preventative or disciplinary action as it deems appropriate, including, but not limited to, reassignment, demotion, dismissal and, in the event of criminal conduct or other serious violations of the law, notification of appropriate governmental authorities.

8. COMMITMENT

To demonstrate our determination and commitment, we ask that each team member review the Code periodically and take the opportunity to discuss with management any circumstances that may have arisen which could be an actual or potential violation of these ethical standards of conduct.

- Directors and Officers are required to acknowledge that they have read this Code annually.
- Employees are required to sign the Code when they are engaged or when the Code is amended in any material respect.

By following this Code of Ethics and Conduct Policy, you will help us maintain a high standard of ethical behaviour and compliance with applicable laws and regulations.

If you have any questions regarding this Code, you may contact the Corporate Secretary at leanne.swanson@nanoone.ca.

This Code of Ethics and Conduct was adopted by the Board of Directors on August 21, 2024.