

**Form 45-106F6**

***British Columbia Report of Exempt Distribution***

This is the form required under section 6.1 of National Instrument 45-106 for a report of exempt distribution in British Columbia.

**Issuer/underwriter information**

**Item 1: Issuer/underwriter name and contact information**

A. State the following:

- the full name of the issuer of the security distributed. Include the former name of the issuer if its name has changed since this report was last filed;
- the issuer's website address; and
- the address, telephone number and email address of the issuer's head office.

Nano One Materials Corp. (formerly Dundarave Resources Inc.) Suite 620 – 650 West Georgia Street, Vancouver, British Columbia, V6B 4N9, 604-669-2701, [www.nanoone.ca](http://www.nanoone.ca), [tammy.gillis@nanoone.ca](mailto:tammy.gillis@nanoone.ca)

B. If an underwriter is completing this report, state the following:

- the full name of the underwriter;
- the underwriter's website address; and
- the address, telephone number and email address of the underwriter's head office.

**Item 2: Reporting issuer status**

A. State whether the issuer is or is not a reporting issuer and, if reporting, each of the jurisdictions in which it is reporting.

The Issuer is reporting in British Columbia and Alberta.

B. If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, name the investment fund manager and state the jurisdiction(s) where it is registered.

**Item 3: Issuer's industry**

Indicate the industry of the issuer by checking the appropriate box below.

- |   |  |
|---|--|
| <input type="checkbox"/> Bio-tech                       | Mining   |
| Financial Services                                      | <input type="checkbox"/> exploration/development |
| <input type="checkbox"/> investment companies and funds | <input type="checkbox"/> production              |
| <input type="checkbox"/> mortgage investment companies  | <input type="checkbox"/> Oil and gas             |
| <input type="checkbox"/> Forestry                       | <input type="checkbox"/> Real estate             |
| <input type="checkbox"/> Hi-tech                        | <input type="checkbox"/> Utilities               |
| <input checked="" type="checkbox"/> Industrial          | <input type="checkbox"/> Other (describe)        |
- 

**Item 4: Insiders and promoters of non-reporting issuers**

If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, do not complete this table.

If the issuer is not a reporting issuer in any jurisdiction of Canada, complete the following table by providing information about each insider and promoter of the issuer. If the insider or promoter is not an individual, complete the table for directors and officers of the insider or promoter.

Information about insiders and promoters			
Full name, municipality and country of principal residence	All positions held (e.g., director, officer, promoter and/or holder of more than 10% of voting securities)	Number and type of securities of the issuer beneficially owned or, directly or indirectly controlled, on the distribution date, including any securities purchased under the distribution	Total price paid for all securities beneficially owned or, directly or indirectly controlled, on the distribution date, including any securities purchased under the distribution (Canadian \$)
N/A			

**Details of distribution****Item 5: Distribution date**

State the distribution date. If this report is being filed for securities distributed on more than one distribution date, state all distribution dates.

March 5, 2015

**Item 6: Number and type of securities**

For each security distributed:

- describe the type of security;
- state the total number of securities distributed. If the security is convertible or exchangeable, describe the type of underlying security, the terms of exercise or conversion and any expiry date; and
- if the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, state the exemption(s) relied on. If more than one exemption is relied on, state the amount raised using each exemption.

12,000,000 units, each unit comprised of one common share and one-half of one share purchase warrant. Each warrant is exercisable into one common share for a period of 2 years at an exercise price of \$0.40 per share during the first year and at an exercise price of \$0.50 per share during the second year.

**Item 7: Geographical information about purchasers**

Complete the following table for each Canadian and foreign jurisdiction where purchasers of the securities reside. Do not include in this table information about securities issued as payment of commissions or finder's fees disclosed under item 9 of this report. The information provided in this table must reconcile with the information provided in item 8 and Schedules I and II.

Each Canadian and foreign jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$) <sup>1</sup>	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
British Columbia	143	\$0.25	\$2,223,000
Alberta	13	\$0.25	\$378,000
Ontario	4	\$0.25	\$87,500
Nova Scotia	1	\$0.25	\$100,000
Sweden	1	\$0.25	\$74,000
Monaco	1	\$0.25	\$25,000
England	1	\$0.25	\$40,000
Luxembourg	1	\$0.25	\$40,000
Panama	1	\$0.25	\$15,000

Each Canadian and foreign jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$) <sup>1</sup>	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
Switzerland	1	\$0.25	\$7,500
Anguilla	1	\$0.25	\$10,000
Total number of Purchasers	<b>168</b>		
Total dollar value of distribution in all jurisdictions (Canadian \$)			<b>\$3,000,000</b>

Note 1: If securities are issued at different prices, list the highest and lowest price for which the securities were sold.

## Item 8: Information about purchasers

### Instructions

A. If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, do not complete this table.

B. Information about the purchasers of securities under the distribution is required to be disclosed in different tables in this report. Complete

- the following table for each purchaser that is not an individual, and
- the tables in Schedules I and II of this report for each purchaser who is an individual.

Do not include in the tables information about securities issued as payment of commissions or finder's fees disclosed under item 9 of this report.

C. An issuer or underwriter completing this table in connection with a distribution using the exemption in subparagraph 6.1(1)(j) [*TSX Venture Exchange offering*] of National Instrument 45-106 *Prospectus and Registration Exemptions* may choose to replace the information in the first column with the total number of purchasers, whether individuals or not, by jurisdiction. If the issuer or underwriter chooses to do so, then the issuer or underwriter is not required to complete the second column or the tables in Schedules I and II.

Information about non-individual purchasers					
Full name and address of purchaser and name and telephone number of a contact person	Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)	Number and type of securities purchased	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
Aban Security Systems Ltd. 980 1 <sup>st</sup> St W #113 North Vancouver BC V7P 3N4 604-983-3880		250,000 Units	\$62,500	Section 5.2 of NI 45-106	2015-03-05
NEC Capital Inc. #1800 – 200 Granville Street Vancouver, BC V6C 1S4 604-696-6906		100,000 Units	\$25,000	Section 5.2 of NI 45-106	2015-03-05
Water Street Assets Inc. 342 Water St Vancouver BC V6B 1B6 604-428-2125		100,000 Units	\$25,000	Section 5.2 of NI 45-106	2015-03-05
555625 BC Ltd. #108 – 744 West Hastings Street Vancouver BC V6C 1A5 604-687-3339		100,000 Units	\$25,000	Section 5.2 of NI 45-106	2015-03-05
Lynn Avenue Enterprises Inc. 2397 Marine Dr West Vancouver, BC V7V 1K9 604-809-9777		80,000 Units	\$20,000	Section 5.2 of NI 45-106	2015-03-05

Information about non-individual purchasers					
Full name and address of purchaser and name and telephone number of a contact person	Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)	Number and type of securities purchased	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
Reckless, The Bike Store Inc. 110 Davie Street Vancouver, BC V6Z 2V4 604-648-2600		25,000 Units	\$6,250	Section 5.2 of NI 45-106	2015-03-05
Haywood Securities Inc. #700 - 200 Burrard Street, Vancouver BC V6C 3L6 604-697-7100		25,000 Units	\$6,250	Section 5.2 of NI 45-106	2015-03-05
Cedarpoint Capital Inc. 1725 25 <sup>th</sup> St SW Calgary, AB T3C 1J7 403-686-1892		160,000 Units	\$40,000	Section 5.2 of NI 45-106	2015-03-05
Fundarica Investments Ltd. 678 Tsawwassen Beach Rd, Delta BC V4M 4C7 604-943-7066		100,000 Units	\$25,000	Section 5.2 of NI 45-106	2015-03-05
Musgrave Investments Ltd. 5 Avenue Saint Laurent MC 98000 Monaco 011-377-9797-4780		60,000 Units	\$15,000	Section 5.2 of NI 45-106	2015-03-05

Information about non-individual purchasers					
Full name and address of purchaser and name and telephone number of a contact person	Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)	Number and type of securities purchased	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
Dexamenos Development 6 Rue Adolphe L1116 Luxembourg 011-352-269-971		96,000 Units	\$24,000	Section 5.2 of NI 45-106	2015-03-05
Oldcourt Investments Fund Inc. 53 <sup>rd</sup> Street, Obarrio Swiss Bank Tower Panama 5 Panama 416-131-27017		60,000 Units	\$15,000	Section 5.2 of NI 45-106	2015-03-05
Clariden Investments Ltd. CH-8706 Meilen Switzerland 01-923-7020		30,000 Units	\$7,500	Section 5.2 of NI 45-106	2015-03-05
Sexsmith Holdings Ltd 12240 Horseshoe Way, Unit 1 Richmond, BC V7A 4X9 604-276-2766		24,000 Units	\$6,000	Section 5.2 of NI 45-106	2015-03-05
HLS Holdings Ltd. 11633 Summnit Cres Delta, BC V4E 2Z2 604-534-6206		14,000 Units	\$3,500	Section 5.2 of NI 45-106	2015-03-05
Sunnydays Management Corp. 294 Heywood House Little Harbour,		40,000 Units	\$10,000	Section 5.2 of NI 45-106	2015-03-05

<b>Information about non-individual purchasers</b>					
<b>Full name and address of purchaser and name and telephone number of a contact person</b>	<b>Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)</b>	<b>Number and type of securities purchased</b>	<b>Total purchase price (Canadian \$)</b>	<b>Exemption relied on</b>	<b>Date of distribution (yyyy-mm-dd)</b>
The Valley, Anguilla 264-497-6468					
Halcorp Capital Ltd. 7928 Rowland Rd NW, Edmonton, AB T6A 3W1 Telephone N/A		40,000 Units	\$10,000	Section 5.2 of NI 45-106	2015-03-05
Randfield Capital Management 28 Waterbridge Lane Unionville, ON L3R 8W8 647-299-3829		100,000 Units	\$25,000	Section 2.3 of NI 45-106	2015-03-05
Brigus Capital Inc. #1001 – 1969 Upper Water Street Halifax, NS B3J 3R7 902-491-4280		400,000 Units	\$100,000	Section 2.3 of NI 45-106	2015-03-05
Pathfinder Asset Management Limited #1320 – 885 West Georgia Street Vancouver, BC V6C 3E8 Telephone N/A		800,000 Units	\$200,000	Section 2.3 of NI 45-106	2015-03-05
BG Corbett Realty Advisors Ltd 1862 Inglewood Ave West Vancouver BC V7V 1Z3 604-640-5881		32,000 Units	\$8,000	Section 2.3 of NI 45-106	2015-03-05



Information about non-individual purchasers					
Full name and address of purchaser and name and telephone number of a contact person	Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)	Number and type of securities purchased	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
Dexamenos Development 6 Rue Adolphe L1116 Luxembourg 011-352-269-971		64,000 Units	\$16,000	Section 2.3 of NI 45- 106	2015-03-05
Musgrave Investments Ltd. 5 Avenue Saint Laurent MC 98000 Monaco 011-377-9797-4780		40,000 Units	\$10,000	Section 2.3 of NI 45- 106	2015-03-05

### Commissions and finder's fees

#### Item 9: Commissions and finder's fees

##### *Instructions*

A. Complete the following table by providing information for each person who has received or will receive compensation in connection with the distribution(s). Compensation includes commissions, discounts or other fees or payments of a similar nature. Do not include information about payments for services incidental to the distribution, such as clerical, printing, legal or accounting services.

B. If the securities being issued as compensation are or include convertible securities, such as warrants or options, add a footnote describing the terms of the convertible securities, including the term and exercise price. Do not include the exercise price of any convertible security in the total dollar value of the compensation unless the securities have been converted.

Full name and address of the person being compensated	Indicate if the person being compensated is an insider (I) of the issuer or a registrant (R)	Compensation paid or to be paid (cash and/or securities)				
		Cash (Canadian \$)	Securities			Total dollar value of compensation (Canadian \$)
			Number and type of securities issued	Price per security (Canadian \$)	Exemption relied on and date of distribution (yyyy-mm-dd)	
Mackie Research Capital Corporation 199 Bay Street, #4500, Toronto, ON M5L 1H2		\$195,000	189,930 warrants <sup>(1)</sup>	N/A	Section 2.3 of NI 45-106  2015-03-05	\$195,000
Canaccord Genuity Corp. #2200 – 609 Granville Street Vancouver BC V7Y 1H2		N/A	68,250 warrants <sup>(1)</sup>	N/A	Section 2.3 of NI 45-106  2015-03-05	N/A
Jordan Capital Markets Inc. #1920 – 1075 West Georgia St Vancouver BC V6E 3C9		N/A	13,000 warrants <sup>(1)</sup>	N/A	Section 2.3 of NI 45-106  2015-03-05	N/A
Raymond James Ltd. #2100 – 925 West Georgia St Vancouver BC V6C 3L2		N/A	240,500 warrants <sup>(1)</sup>	N/A	Section 2.3 of NI 45-106  2015-03-05	N/A

Wolverton Securities Ltd. 777 Dunsmuir Street, 7 <sup>th</sup> Floor, Vancouver, BC V7Y 1J5		N/A	235,495 warrants <sup>(1)</sup>	N/A	Section 2.3 of NI 45-106  2015-03-05	N/A
Haywood Securities Inc. #700 – 200 Burrard St Vancouver BC V6C 3L6		N/A	27,625 warrants <sup>(1)</sup>	N/A	Section 2.3 of NI 45-106  2015-03-05	N/A
RBC Dominion Securities Inc. 155 Wellington Street West 7 <sup>th</sup> Floor Toronto, ON M5J 1J1		N/A	5,200 warrants <sup>(1)</sup>	N/A	Section 2.3 of NI 45-106  2015-03-05	N/A

(1) Each warrant is exercisable into one common share for a period of 2 years at an exercise price of \$0.40 per share during the first year and at an exercise price of \$0.50 per share during the second year.

## **Certificate**

On behalf of the issuer, I certify that the statements made in this report are true.

Date: March 13, 2015

Nano One Materials Corp.  
Name of issuer (please print)

John Lando, Director, 604-669-2701  
Print name, title and telephone number of person signing

"John Lando"  
Signature

### **Item 10: Contact information**

State the name, title and telephone number of the person who may be contacted with respect to any questions regarding the contents of this report, if different than the person signing the certificate.

**IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT.**

### **Notice - Collection and use of personal information**

The British Columbia Securities Commission collects and uses the personal information required to be included in this report for the administration and enforcement of the *Securities Act*. If you have any questions about the collection and use of this information, contact the British Columbia Securities Commission at the following address:

#### **British Columbia Securities Commission**

P.O. Box 10142, Pacific Centre  
701 West Georgia Street  
Vancouver, British Columbia V7Y 1L2  
Telephone: (604) 899-6500  
Toll free across Canada: 1-800-373-6393  
Facsimile: (604) 899-6581