



## **Atmofizer Technologies Inc. Announces Closing of Reverse Takeover Transaction**

**November 15, 2021, Vancouver, British Columbia** – Atmofizer Technologies Inc. (formerly Consolidated HCI Holdings Corporation) (the “**Company**” or “**Atmofizer**”) is pleased to announce the closing of its previously announced reverse takeover transaction (the “**RTO**”) with Vaxxinator Enterprises Inc. (“**Vaxxinator**”). The Company’s common shares (“**Common Shares**”) will commence trading on the Canadian Securities Exchange (the “**CSE**”) under the symbol “**ATMO**” once the CSE’s conditions for listing are satisfied and the CSE issues its final exchange bulletin confirming the completion of the RTO.

Atmofizer’s consumer and industrial solutions are based on its patented technology for ultrafine particle agglomeration and neutralization. This capability creates a revolutionary and more efficient method for addressing the wide range of dangerous nano-scale particles, viruses and bacteria that are too small to be effectively managed by conventional HEPA filters and ultraviolet lights. Atmofizer plans to disrupt the air treatment industry by improving air safety and purification efficiency while lowering customers’ operational costs.

Atmofizing air refers to the process of using ultrasonic acoustic waves to agglomerate (cluster together) small particles into a larger target that is then radiated by ultraviolet light to neutralize their harmful properties, making the air you breath less hazardous to your health. Using units that atmofize air in tandem with HEPA filters can make the HEPA filters work more efficiently, enable the use of a less-powerful filter and result in a cleaner and longer-lasting filter that reduces operating costs and is less of a health hazard to clean or replace.

Atmofizer is patent-pending and patent-protected sole source of technology to atmofize air and is applying its proprietary technology in consumer and industrial air purification products currently manufactured under the Atmofizer brand, as well as in retail and commercial devices produced by other companies that integrate Atmofizer technology into their own products under license. Atmofizer’s owned and licensed product lines include wearable, portable and mobile use for personal air treatment, as well as larger systems to handle higher air volumes for commercial, industrial, institutional and residential applications.

### **New Board and Management**

In connection with the closing of the RTO, the board of directors of the Company (the “**Board**”) was reconstituted to consist of Messrs. Olivier Centner, Michael Galloro Peter Simeon, Dr. Joshua Helman

and Ms. Nareda Mills. Mr. Centner also serves as Chief Executive Officer with Mr. Brian Meadows appointed as the Company's Chief Financial Officer. Additional information regarding the business of the Company and the biographical details of the Board and management of the Company can be found in the Company's CSE Form 2A Listing Statement (the "**Listing Statement**"), which has been filed on SEDAR.

## **Reverse Takeover Transaction**

The RTO was effected by way of a "three-cornered" amalgamation involving the Company, the Vaxxinator and a wholly-owned subsidiary of the Company under the *Business Corporations Act* (British Columbia) (the "**BCBCA**" and the "**Amalgamation**"). Immediately prior to the Amalgamation, the Company consolidated its then Class B shares on 24.691:1 basis (the "**Consolidation**"), changed its name from "Consolidated HCI Holdings Corporation" to "Atmofizer Technologies Inc." and was continued from a corporation existing under the Canada Business Corporations Act to a company existing under the BCBCA (the "**Continuance**"). Concurrent with the Continuance, the Company re-designated its then class B shares to Common Shares.

As a result of the Amalgamation, (i) all issued and outstanding common shares of Vaxxinator ("**Vaxxinator Shares**") were exchanged for Common Shares on a 1:1 basis; and (ii) all outstanding warrants and options to purchase Vaxxinator Shares were exchanged on an equivalent basis for warrants and options to purchase Common Shares.

In connection with the closing of the RTO, the Company paid a finder's fee to an arm's length party (the "**Finder's Fee**"). The Finder's Fee was satisfied through the issuance of 833,333 post-Consolidation Common Shares.

As a result of the completion of the RTO, former holders of Vaxxinator Shares ("**Vaxxinator Shareholders**") now hold approximately 97.74% of the issued and outstanding Common Shares, and pre-RTO shareholders of the Company now hold 1.13% of the Common Shares, in each case, on a non-diluted basis, based on an aggregate of 73,880,271 Common Shares currently issued and outstanding. Due to certain contractual lock-up agreements between former Vaxxinator Shareholders and Vaxxinator, an aggregate of 39,791,603 Common Shares issued to former Vaxxinator Shareholders are locked up from trading and will be gradually released from lockup over a period of 18 months from the listing of the Common Shares on the CSE. For full details of the lock-up arrangements, please see the Listing Statement.

## **Early Warning Disclosure**

As a result of the closing of the RTO, Vaxxinator Coating B.V. ("**Vaxxinator Coating**"), a privately-held investment holding company, acquired an aggregate of 11,350,000 Common Shares in exchange for its Vaxxinator Shares. As a result, Vaxxinator Coating holds 15.36% of the issued and outstanding Common Shares on a non-diluted basis. Immediately prior to the RTO, Vaxxinator Coating did not own and Common Share or securities convertible into Common Shares.

Vaxxinator Coating did not pay or receive consideration for the Common Shares issued in accordance with the terms of the RTO. The Common Shares were acquired pursuant to the RTO. Vaxxinator Coating does not have any current intentions to significantly increase or decrease its beneficial ownership.

An early warning report prepared pursuant to the requirements of National Instrument 62-103 - *The Early Warning System and Related Take-Over Bid and Insider Reporting Issues* by Vaxxinator Coating will be filed on SEDAR at [www.sedar.com](http://www.sedar.com) under the Company's profile. A copy of the early warning report filed by Vaxxinator Coating may be obtained by contacting Eduard Schubert, Tel: +34 673 33 3109 or [eduard.schubert@vaxxinator.eu](mailto:eduard.schubert@vaxxinator.eu).



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### **Forward-Looking Information**

*This press release contains “forward-looking information” within the meaning of applicable securities laws. All statements contained herein that are not clearly historical in nature may constitute forward-looking information. In some cases, forward-looking information can be identified by words or phrases such as “may”, “will”, “expect”, “likely”, “should”, “would”, “plan”, “anticipate”, “intend”, “potential”, “proposed”, “estimate”, “believe” or the negative of these terms, or other similar words, expressions and grammatical variations thereof, or statements that certain events or conditions “may” or “will” happen, or by discussions of strategy. The forward-looking information contained herein includes, without limitation, the listing of the Common Shares on the CSE, the filing of Vaxxinator Coating’s Early Warning Report on SEDAR and the business and strategic plans of the Company.*

*By their nature, forward-looking information is subject to inherent risks and uncertainties that may be general or specific and which give rise to the possibility that expectations, forecasts, predictions, projections or conclusions will not prove to be accurate, that assumptions may not be correct and that objectives, strategic goals and priorities will not be achieved. A variety of factors, including known and unknown risks, many of which are beyond our control, could cause actual results to differ materially from the forward-looking information in this press release including, without limitation: the Company’s ability to comply with all applicable governmental regulations including all applicable laws and regulations; impacts to the business and operations of the Company due to the COVID-19 pandemic; a limited operating history, the ability of the Company to access capital to meet future financing needs; the Company’s reliance on management and key personnel; competition; changes in consumer trends; foreign currency fluctuations; and general economic, market or business conditions.*

*Additional risk factors can also be found in the Company’s continuous disclosure documents which have been filed on SEDAR and can be accessed at [www.sedar.com](http://www.sedar.com). Readers are cautioned to consider these and other factors, uncertainties and potential events carefully and not to put undue reliance on forward-looking information. The forward-looking information contained herein is made as of the date of this press release and is based on the beliefs, estimates, expectations and opinions of management on the date such forward-looking information is made. The Company undertakes no obligation to update or revise any forward-looking information, whether as a result of new information, estimates or opinions, future events or results or otherwise or to explain any material difference between subsequent actual events and such forward-looking information, except as required by applicable law.*