

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1 – Name and Address of Company

Atmofizer Technologies Inc. (formerly Consolidated HCI Holdings Corporation)
550 Burrard Street
Suite 2300, Bentall 5
Vancouver, British Columbia, V6C 2B5

Item 2 – Date of Material Change

November 12, 2021

Item 3 – News Release

Atmofizer Technologies Inc. (“**Atmofizer**” or the “**Company**”) disseminated a news release via NewsFile on November 15, 2021 in respect of the material change and the news release was subsequently filed on SEDAR at www.sedar.com.

Item 4 – Summary of Material Change

On November 12, 2021, the Company completed its previously announced reverse takeover transaction (the “**RTO**”) with Vaxxinator Enterprises Inc. (“**Vaxxinator**”) resulting in the change of business of the Company to the business of Vaxxinator.

Pursuant to the terms of the RTO, (i) all issued and outstanding Vaxxinator common shares (“**Vaxxinator Shares**”) were exchanged for common shares in the authorized share structure of Atmofizer (“**Common Shares**”) on a 1:1 basis, and (ii) all issued and outstanding warrants and options of Vaxxinator were exchanged on an equivalent basis for warrants and options of Atmofizer. Further, 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 and Secretary.

The Common Shares commenced trading on the Canadian Securities Exchange (the “**CSE**”) under the symbol “ATMO” on November 18, 2021.

Item 5 – Full Description of Material Change

5.1 – Full Description of Material Change

On November 12, 2021, the Company completed its previously announced RTO with Vaxxinator resulting in the change of business of the Company to the business of Vaxxinator.

The RTO was effected by way of a “three-cornered” amalgamation (the “**Amalgamation**”) involving the Company, Vaxxinator and a wholly-owned subsidiary of the Company under the *Business Corporations Act* (British Columbia) (the “**BCBCA**”). Immediately prior to the Amalgamation, the Company consolidated its then Class B shares on a 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 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. Further, 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 and Secretary.

Upon 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.

Immediately following the completion of the RTO, former holders of Vaxxinator Shares (“**Vaxxinator Shareholders**”) held approximately 97.74% of the issued and outstanding Common Shares, and pre-RTO shareholders of the Company held approximately 1.13% of the Common Shares, in each case, on a non-diluted basis, based on an aggregate of 73,880,270 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.

Further, the Company changed its auditors to the auditors of Vaxxinator, Davidson & Company LLP, and the Company changed its financial year-end from September 30th to December 31st, being the financial year-end of Vaxxinator.

The Common Shares commenced trading on the CSE under the symbol “ATMO” on November 18, 2021.

5.2 – Disclosure for Restructuring Transactions

Not applicable.

Item 6 – Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7 – Omitted Information

Not applicable.

Item 8 – Executive Officer

Olivier Centner
Chief Executive Officer
(305) 902-1858

Item 9 – Date of Report

November 19, 2021.