

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

**Item 1 – Name and Address of Company**

Atmofizer Technologies Inc. (“**Atmofizer**” or the “**Company**”)  
550 Burrard Street  
Suite 2300, Bentall 5  
Vancouver, British Columbia, V6C 2B5

**Item 2 – Date of Material Change**

January 25, 2022

**Item 3 – News Release**

The Company disseminated a news release via Cision on January 28, 2022 in respect of the material change and the news release was subsequently filed on SEDAR at [www.sedar.com](http://www.sedar.com).

**Item 4 – Summary of Material Change**

On January 25, 2022, the Company and Steinbrenner Racing, LLC (“**Steinbrenner Racing**”) entered into an agreement to amend the terms of their sponsorship agreement dated October 26, 2021 granting Atmofizer rights to sponsor an IndyCar and driver of the Steinbrenner Racing team. The amendments provide for additional sponsorship rights including becoming the official supplier sponsor of a Steinbrenner Racing team car for the “24 Hours of Daytona” race to be held in each of 2022 and 2023. In addition, Steinbrenner Racing will facilitate commercial introductions to stadium and arena owners and operators and aid with product testing and development.

*5.1 – Full Description of Material Change*

On January 25, 2022, the Company and Steinbrenner Racing entered into an agreement amending the terms of their sponsorship agreement dated October 26, 2021 granting Atmofizer rights to sponsor an IndyCar and driver of the Steinbrenner Racing team. The amendments provide for additional sponsorship rights including becoming the official supplier sponsor of a Steinbrenner Racing team car for the “24 Hours of Daytona” race to be held in each of 2022 and 2023. In addition, Steinbrenner Racing will facilitate commercial introductions to stadium and arena owners and operators and aid with product testing and development.

In consideration for the amendments, the Company issued 4,500,000 common shares in the authorized share structure of the Company (“**Common Shares**”) at a deemed price of \$0.26 per share to Steinbrenner Racing. The Common Shares issued to Steinbrenner Racing are subject to a statutory hold period that will expire four months and one day from the date of issuance in accordance with applicable Canadian securities laws.

*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**

February 2, 2022