

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

Item 1 – Name and Address of Company

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

Item 2 – Date of Material Change

February 23, 2022

Item 3 – News Release

The Company disseminated a news release via Cision on February 23, 2022 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

The Company announced that it has entered into an at-the-market Equity Distribution Agreement dated February 23, 2022 (the “**Equity Distribution Agreement**”) with Clarus Securities Inc. (the “**Agent**”), thereby establishing an at-the-market equity program (the “**ATM Program**”). The Company intends to issue and sell up to \$5,000,000 of common shares in the authorized structure of the Company (“**Common Shares**”) under the ATM Program. The Common Shares will be issued from treasury to the public from time to time, at the Company’s discretion. Any Common Shares sold under the ATM Program will be sold at the prevailing market price at the time of sale, when sold through the Canadian Securities Exchange (the “**CSE**”), or any other trading market for the Common Shares in Canada. Sales under the ATM Program will be commenced at the Company’s discretion, and the net proceeds of any sales of Common Shares under the ATM Program will be used for working capital requirements or for other general corporate purposes.

Item 5.1 – Full Description of Material Change

The Company announced that it has entered into an Equity Distribution Agreement with the Agent, thereby establishing the ATM Program. The Company intends to issue up to \$5,000,000 of Common Shares under the ATM Program. The Common Shares will be issued from treasury to the public from time to time, at the Company’s discretion. Any Common Shares sold under the ATM Program will be sold at the prevailing market price at the time of sale, when sold through the CSE, or any other trading market for the Common Shares in Canada. Sales under the ATM Program will be commenced at the Company’s discretion, and the net proceeds of any sales of Common Shares under the ATM Program will be used for working capital requirements or for other general corporate purposes.

Under the Equity Distribution Agreement, sales of Common Shares will be made through “at-the-market distributions” as defined in National Instrument 44-102 – *Shelf Distributions* on the CSE or on any other trading market for the Common Shares in Canada. As Common Shares sold pursuant to the ATM Program will be issued and sold at the prevailing market price at the time of the sale, prices may vary among purchasers during the period of distribution. The offering of Common Shares pursuant to the Equity Distribution Agreement will terminate upon the earlier of the issuance and sale of all of the

Common Shares issuable pursuant to the ATM Program and February 14, 2024, unless terminated prior to such date by the Company or the Agent in accordance with the terms of the Equity Distribution Agreement.

The ATM Program is being made pursuant to a prospectus supplement dated February 23, 2022 (the “**Prospectus Supplement**”) to the Company’s short form base shelf prospectus dated January 14, 2022 (the “**Base Shelf Prospectus**”). The Base Shelf Prospectus and the Prospectus Supplement have been filed with the securities commissions in each of the provinces and territories of Canada. Copies of the Equity Distribution Agreement, the Base Shelf Prospectus and the Prospectus Supplement are available on SEDAR at www.sedar.com. Alternatively, the Agent will send copies of such documents to investors upon request by contacting: Clarus Securities Inc., attn. Robert Orviss, 130 King Street W., Suite 3640, Toronto, Ontario, M5X 1A9 or by phone at 416-365-8093 or by email at rorviss@clarussecurities.com.

Item 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 28, 2022