

**FORM 51-102F3  
NATIONAL INSTRUMENT 51-102  
MATERIAL CHANGE REPORT UNDER SECTION 7.1 OF NI 51-102**

**FILED VIA SEDAR**

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

Micromem Technologies Inc.  
Suite 1910, 777 Bay Street  
Toronto, Ontario  
M5G 2C8

**Item 2. Date of Material Change**

A material change took place on February 3, 2012.

**Item 3. News Release**

On February 3, 2012, a news release in respect of the material change was released by Canada News Wire (CNW).

**Item 4. Summary of Material Change**

The material change is fully described in the Company's press release which is attached as Schedule "A" and is incorporated herein.

**Item 5. Full Description of Material Change**

The Company completed a non-brokered private placement of 76,667 Units at a subscription price of US \$0.12 per Unit. Each Unit is comprised of one common share ("Common Share") and one common share purchase warrant ("Warrant"). Each Warrant may be exercised for one Common Share at an exercise price of USD \$0.15 for a period of one year.

Of the total private placement, an employee of the Company, Diana Fuda, subscribed for 35,000 Units. The approximate percentage of securities, on a fully-diluted basis, that Ms. Fuda held before the private placement is 0.66% and the approximate percentage of securities Ms. Fuda is holding, on a fully-diluted basis, after the private placement is 0.68%.

The private placement, including the sale of securities to Ms. Fuda, was reviewed & approved unanimously by the board.

Minority shareholder approval and a valuation is not required as the transaction comprises less than 25% of the issuer's market capitalization.

**Item 6. Reliance on Section 7.1(2) or (3) of National Instrument 51-102**

The report is not being filed in reliance on section 7.1(2) or (3) of National Instrument 51-102.

**Item 7. Omitted Information**

No information has been omitted.

**Item 8. Executive Officer**

Joseph Fuda

**Item 9. Date of Report**

February 14, 2012

## **SCHEDULE "A"**

### **Micromem Technologies Inc. Completes Private Placements**

**Toronto, New York, February 3, 2012:** Micromem Technologies Inc. (the "Company") (CNSX: MRM, OTCBB: MMTIF) announces the completion of a non-brokered, arm's length and non-arm's length private placement of 76,667 Units ("Unit") at a subscription price of US \$0.12 per Unit for the gross proceeds of US \$9,200. Each Unit is comprised of one common share ("Common Share") and one common share purchase warrant ("Warrant"). Each Warrant may be exercised for one Common Share at an exercise price of US \$0.15 for a period of one year.

The proceeds from the offering will be used for general working capital purposes and the shares will be subject to resale restrictions.

#### **About Micromem and MASTInc**

MASTInc is a wholly owned U.S.-based subsidiary of Micromem Technologies Inc., a publicly traded (OTC BB: MMTIF, CNSX: MRM) company. MASTInc responsibly analyzes the specific industry sectors to create intelligent game-changing applications that address unmet market needs. By leveraging its expertise and experience with sophisticated magnetic sensor applications, MASTInc successfully powers the development and implementation of innovative solutions for healthcare/biomedical, natural resource exploration, government, information technology, manufacturing, and other industries. Visit [www.micromeminc.com](http://www.micromeminc.com) [www.mastinc.com](http://www.mastinc.com).

#### **Safe Harbor Statement**

This press release contains forward-looking statements. Such forward-looking statements are subject to a number of risks, assumptions and uncertainties that could cause the Company's actual results to differ materially from those projected in such forward-looking statements. In particular, factors that could cause actual results to differ materially from those in forward looking statements include: our inability to obtain additional financing on acceptable terms; risk that our products and services will not gain widespread market acceptance; continued consumer adoption of digital technology; inability to compete with others who provide comparable products; the failure of our technology; the infringement of our technology with proprietary rights of third parties; inability to respond to consumer and technological demands; inability to replace significant customers; seasonal nature of our business; and other risks detailed in our filings with the Securities and Exchange Commission. Forward-looking statements speak only as of the date made and are not guarantees of future performance. We undertake no obligation to publicly update or revise any forward-looking statements. When used in this document, the words "believe," "expect," "anticipate," "estimate," "project," "plan," "should," "intend," "may," "will," "would," "potential," and similar expressions may be used to identify forward-looking statements.

The CNSX or any other securities regulatory authority has not reviewed and does not accept responsibility for the adequacy or accuracy of this press release that has been prepared by management.

**###**

**Listing: NASD OTC-Bulletin Board - Symbol: MMTIF**  
**CNSX - Symbol: MRM**

Shares issued: 118,154,740

SEC File No: 0-26005

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