

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Micromem Technologies Inc. (the “Company”)

121 Richmond Street West, Suite 304
Toronto, Ontario M5H 2K1

Item 2. Date of Material Change

June 22, 2018.

Item 3. News Release

A press release was issued by the Company on June 22, 2018, disseminated across Canada through Newsfile Corp. and filed on SEDAR. That press release is attached hereto as Schedule “A”.

Item 4. Summary of Material Change

On June 22, 2018, the Company completed a non-brokered private placement of 1,562,500 common shares at \$0.11 per common share raising a total of US\$125,000.

Item 5. Full Description of Material Change

Please see the attached news release.

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

Not applicable.

Item 7. Omitted Information

None.

Item 8. Senior Officer

The following senior officer of the Company is knowledgeable about the material change and this report:

Joseph Fuda
President and CEO
Office: 416-364-6513

Item 9. Date of Report

June 29, 2018.

Schedule "A"
See attached.

Micromem Announces Closing of Non-Brokered Private Placement

Toronto, Ontario and New York, New York--(Newsfile Corp. - June 22, 2018) - Micromem Technologies Inc. (CSE: MRM) (OTCQB: MMTIF) ("Micromem") ("the Company") is pleased to announce the closing of a non-brokered private placement (the "Private Placement") of 1,562,500 common shares at \$0.11 CAD per common share. The aggregate gross proceeds raised in this Private Placement amount to \$125,000 CAD. The proceeds are committed to repaying a debenture. The common shares issued pursuant to the Private Placement shall be subject to a four month and one day hold period. The closing of the Private Placement remains subject to final regulatory approvals.

About Micromem and MASTInc

MASTInc is a wholly owned U.S.-based subsidiary of Micromem Technologies Inc., a publicly traded (OTCQB: MMTIF) (CSE: MRM) company. MASTInc analyzes 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 oil & gas, utilities, automotive, healthcare, government, information technology, manufacturing, and other industries. Visit www.micromeminc.com 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 CSE 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.

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Listing: NASD and OTCQB - Symbol: MMTIF
CSE - Symbol: MRM

Shares issued: 236,471,467

SEC File No: 0-26005

Investor Contact: info@micromeminc.com; Tel. 416-364-2023

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