

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 Changes

March 4, 2021

Item 3. News Release

The Company issued a press release on March 5, 2021 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

The Company received \$549,913.59 CDN for private placements of common shares (“Shares”) at a price of \$0.065 CDN per Share and 8,460,209 Shares have been issued upon the completion of the private placement and subject a hold period.

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

March 5, 2021.

Schedule “A”

Micromem Announces Closing of Private Placement

Toronto, Ontario and New York, New York, March 5, 2021 – Micromem Technologies Inc. (“**Micromem**” or the “**Company**”) (CSE: MRM, OTCQB: MMTIF) announces the closing of its private placement (the “**Private Placement**”) of common shares at \$0.065 CDN per share for aggregate gross proceeds of \$549,913.11 CDN. The Company is issuing a total of 8,460,209 common shares in this Private Placement that closed in two tranches on February 25, 2021 and March 4, 2021. In connection with the Private Placements, the Company is paying cash fees to arm’s length parties totaling \$975 CDN. The Issuer intends to use the proceeds for general working capital, including audit, legal and professional fees as a result of our year end, as well as annual listing and regulatory filing fees, in addition to debt payables and debenture repayments.

The common shares being issued pursuant to the Private Placement shall be subject to a four-month holding period. The Private Placement remains subject to final regulatory approvals.

The Company also announces the \$40,000 partial repayment of a debenture totaling \$50,000 CDN.

About Micromem.

Micromem Technologies Inc. and its subsidiaries, a publicly traded (OTC QB: MMTIF, CSE: MRM), company analyzes specific industry sectors to create intelligent game-changing applications that address unmet market needs. By leveraging its expertise and experience with sophisticated sensor applications, the Company 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.

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 OTC-QB - Symbol: MMTIF

CSE - Symbol: MRM

Shares issued: 425,221,313

SEC File No: 0-26005

Investor Contact: info@micromeminc.com; Tel. 416-364-2023 Subscribe to receive News Releases by Email on our website’s home page. www.micromeminc.com