

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

1. **Name and Address of Company**

American Aires Inc. (the “**Company**”)
400 Applewood Crescent, Suite 100
Vaughan, ON L4K 0C3

2. **Date of Material Change**

May 12, 2023

3. **News Release**

A press release disclosing the material change was released on May 12, 2023, through the facilities of NewsFile Corp.

4. **Summary of Material Change**

On May 12, 2023, the Company closed a non-brokered private placement of units (the “**Units**”) through the issuance of 7,844,000 Units at a price of \$0.05 per Unit for aggregate proceeds of \$392,200 (the “**Offering**”).

5. **Full Description of Material Change**

On May 12, 2023 the Company closed the Offering through the issuance of 7,844,000 Units at a price of \$0.05 per Unit for aggregate proceeds of \$392,200.

Each Unit is comprised of one (1) common share in the capital of the Company (“**Common Share**”) and one (1) Common Share purchase warrant (“**Warrant**”). Each Warrant entitles the holder thereof to acquire one (1) Common Share at a price of \$0.05 per Common Share for twenty-four (24) months from the date of closing of the Offering (the “**Warrant Term**”). Should the closing price at which the Common Shares trade on the Canadian Securities Exchange (or any such other stock exchange in Canada as the Common Shares may trade at the applicable time) exceed \$0.10 for 10 consecutive trading days at any time following the date that is four months and one day after the date of issuance, the Company may accelerate the Warrant Term (the “**Reduced Warrant Term**”) such that the Warrants shall expire on the date which is 30 business days following the date a press release is issued by the Company announcing the Reduced Warrant Term.

Gross proceeds of the Offering will be used for working capital and general corporate purposes.

Closing of the Offering is subject to receipt of all necessary corporate and regulatory approvals. All securities issued in connection with the Offering will be subject to a hold period of four months plus a day from the date of issuance and the resale rules of applicable securities legislation.

The Company may close additional tranches of the Offering subject to all required regulatory approvals.

In connection with the closing of the first tranche of the Offering, the Company paid certain eligible persons a cash commission of \$23,076 in the aggregate and issued 459,520 broker warrants (“**Broker Warrants**”). Each Broker Warrant entitles the holder thereof to acquire one Unit at a price of \$0.05 per Unit for a period of two (2) years from the date of issuance. Broker Warrants are subject to the Reduced Warrant Term.

6. **Reliance on subsection 7.1(2) of National Instrument 51-102**

The report is not being filed on a confidential basis.

7. **Omitted Information**

No significant facts have been omitted from this Material Change Report.

8. **Executive Officer.**

For further information, contact Vitali Savitski, Chief Financial Officer at vitaliy@airestech.com.

9. **Date of Report.**

May 12, 2023.

Forward-Looking Information

This material change report contains forward-looking statements and forward-looking information within the meaning of applicable securities laws. These statements relate to future events or future performance. All statements other than statements of historical fact may be forward-looking statements or information. More particularly and without limitation, this material change report contains forward-looking statements and information relating to, the closing of the first tranche of the Offering, potential closing of subsequent tranches and other matters. The forward-looking statements and information are based on certain key expectations and assumptions made by management of the Company. Although management of the Company believes that the expectations and assumptions on which such forward-looking statements and information are based are reasonable, undue reliance should not be placed on the forward-looking statements and information since no assurance can be given that they will prove to be correct.

Forward-looking statements and information are provided for the purpose of providing information about the current expectations and plans of management of the Company relating to the future. Readers are cautioned that reliance on such statements and information may not be appropriate for other purposes, such as making investment decisions. Since forward-looking statements and information address future events and conditions, by their very nature they involve inherent risks and uncertainties. Actual results could differ materially from those currently anticipated due to a number of factors and risks. Accordingly, readers should not place undue reliance on the forward-looking statements and information contained in this material change report. Readers are cautioned that the foregoing list of factors is not exhaustive. The forward-looking statements and information contained in this material change report are made as of the date hereof and no undertaking is given to update publicly or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws. The forward-looking statements or information contained in this material change report are expressly qualified by this cautionary statement.

The securities offered have not been registered under the United States Securities Act of 1933, as amended, or any state securities law, and may not be offered or sold in the United States absent registration or an exemption from such registration requirements. This press release shall not constitute an offer to sell or the solicitation of an offer to buy in the United States nor shall there be any sale of the securities in any State in which such offer, solicitation or sale would be unlawful.