

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

American Aires Inc. (the "Company")
400 Applewood Crescent, Suite 100
Vaughan, Ontario L4K 0C3

Item 2 Date of Material Change

February 16, 2024

Item 3 News Release

A news release was issued by the Company on February 16, 2024 through the newswire services of Newsfile Corp. and was filed under the Company's profile on the System for Electronic Document Analysis and Retrieval + at www.sedarplus.ca.

Item 4 Summary of Material Change

The Company closed a non-brokered private placement offering (the "**Offering**") of 26,666,663 units of the Company (the "**Units**") at a price of \$0.15 per Unit for aggregate gross proceeds of approximately \$4,000,000. Each Unit is comprised of one common share in the Company (each, a "**Common Share**") and one common share purchase warrant (each, a "**Warrant**") being exercisable into one Common Share at a price of \$0.25 per share for a period of 24 months from closing of the Offering, provided that, in the event that the volume weighted average trading price of the Common Shares on the Canadian Securities Exchange exceeds \$0.40 for a period of 10 consecutive trading days, the Company will have the right to accelerate the expiry date to 30 days following the date on which the Company provides notice thereof to the holders of the Warrants (the "**Accelerated Expiry**"). In connection with the Offering, the Company paid a cash fee of \$47,249.99 to certain arm's length finders, and issued to certain arm's length finders 289,100 non-transferrable finder's warrants, each exercisable to acquire one Unit at a price of \$0.15 per Unit for a period for 24 months from the Closing, subject to the Accelerated Expiry.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change(s)

A full copy of the news release is attached hereto as Schedule "A".

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

Vitality Savitsky, Chief Financial Officer

E) wifi@airestech.com

Item 9 Date of Report

February 26, 2024

SCHEDULE "A"

American Aires Closes \$4 Million Oversubscribed Private Placement

Toronto, Ontario (February 16, 2024) - American Aires Inc. (CSE:WIFI; OTC Pink:AAIRD) ("**Aires**" or the "**Company**"), a company focused on scientifically-proven EMF modulation technology, announces the closing of its non-brokered private placement offering (the "**Offering**") of 26,666,663 units of the Company (the "**Units**") at a price of \$0.15 per Unit (the "**Offering Price**") for aggregate gross proceeds of approximately \$4,000,000. Each Unit is comprised of one common share in the Company (each, a "**Common Share**") and one common share purchase warrant (each, a "**Warrant**") being exercisable into one Common Share at a price of \$0.25 per share for a period of 24 months from closing of the Offering, provided that, in the event that the volume weighted average trading price of the Common Shares on the Canadian Securities Exchange (the "**CSE**") exceeds \$0.40 for a period of 10 consecutive trading days, the Company will have the right to accelerate the expiry date to 30 days following the date on which the Company provides notice thereof to the holders of the Warrants (the "**Accelerated Expiry**").

Josh Bruni, CEO of the Company, stated: "We are immensely gratified by the market's strong response to our private placement offering, which was significantly oversubscribed, highlighting the overwhelming interest and confidence in American Aires and our dedicated team. This success not only underscores our investors' belief in our transformative technology but also our dedication to advancing well-being and environmental safety. With this support, we are poised to accelerate our global growth, deepen our scientific research, and extend our impact by venturing into new product categories. We are deeply appreciative of this strong endorsement from the investment community and excited about the future that lies ahead."

In connection with the Offering, the Company paid a cash fee of \$47,249.99 to certain arm's length finders, and issued to certain arm's length finders 289,100 non-transferrable finder's warrants, each exercisable to acquire one Unit at a price of \$0.15 per Unit for a period for 24 months from the Closing, subject to the Accelerated Expiry.

The Offering is subject to final approval of the CSE. The securities issued in connection with the Offering are subject to a hold period of four months and one day pursuant to CSE policies and applicable securities laws. The Offering Price was reserved via price protection filed with the CSE on January 15, 2024.

The combination of the oversubscribed Offering, the improved company valuation and the feedback that the Company has been receiving from investors over the past several months led the management of the Company to believe that the primary objective of the partnership with HUCK Project LLC ("**HUCK**") announced on August 28, 2023 has been largely achieved. While the Company recognizes that more R&D needs to be done to further solidify our scientific leadership in EMF modulation technology, management is satisfied with how the Company is positioned today as a life sciences firm. This has been and remains the Company's primary objective. The secondary rationale of the HUCK outsourcing partnership was to transfer the inventory financing burden over to HUCK. The Company is pleased to report that this rationale was also successfully addressed through the closing of the \$4 million Offering. As a result of the above considerations, the Company no longer views the HUCK partnership necessary and is pleased to announce that it has terminated this partnership with HUCK with both companies retaining a friendly relationship and agreeing to all terms and conditions.

Early Warning

On February 16, 2024, prior to the closing of the Offering, Birchtree Investments Ltd. ("**Birchtree**") disposed beneficial ownership of 6,000,000 Common Shares (the "**Disposition**"). Prior to the Disposition, Birchtree held 7,062,366 Common Shares, representing 11.9% of the issued and outstanding Common Shares on an undiluted basis (14.6% on a partially-diluted basis). Following the Disposition, Birchtree held 1,062,366 Common Shares, representing 1.8% of the issued and outstanding Common Shares on an undiluted basis (4.8% on a partially-diluted basis). As such, Birchtree ceased to be an insider of the Company. Birchtree participated in the Offering, following which Birchtree held 6,686,953 Common Shares and 7,505,587 common share purchase warrants of the Company. All such warrants contain a restriction on exercise such that Birchtree shall not be permitted to exercise the warrants if it would result in the Common Shares held by Birchtree exceeding 9.9% of the issued and outstanding Common Shares. Birchtree currently does not have any plan to acquire or dispose of additional securities of the Company. However, Birchtree may acquire additional securities of the Company, dispose of some or all of the existing or additional securities it holds or will hold, or may continue to hold its current position, depending on market conditions, reformulation of plans or other relevant factors.

About American Aires Inc.

American Aires Inc. is a Canadian-based nanotechnology company committed to enhancing well-being and environmental safety through science-led innovation, education, and advocacy. Aires has developed proprietary silicon-based microprocessors that reduce the harmful effects of electromagnetic radiation (EMR). Aires' Lifetune products target EMR emitted by consumer electronic devices such as cellphones, computers, baby monitors, and Wi-Fi, including the more powerful and rapidly expanding high-speed 5G networks. Aires is listed on the CSE under the ticker 'WIFI' and on the OTC QB under the symbol 'AIRF'. Learn more at www.airestech.com.

On behalf of the board of directors

Company Contact:

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Certain information set forth in this news release may contain forward-looking statements that involve substantial known and unknown risks and uncertainties. All statements other than statements of historical fact are forward-looking statements, including, without limitation, statements regarding CSE approval of the Offering, issuance of securities underlying the Warrants and Finder's Warrants, the Company's ability to solidify its scientific leadership in EMF modulation technology, the Company's position and ability to grow as a life sciences firm, future financial position, business strategy, use of proceeds, corporate vision, proposed acquisitions, partnerships, joint ventures and strategic alliances and co-operations, budgets, cost and plans and objectives of or involving the Company. Such forward-looking information reflects management's current beliefs and is based on information currently available to management. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "predicts", "intends", "targets", "aims", "anticipates" or "believes" or variations (including negative variations) of such words and phrases or may be identified by statements to the effect that certain actions "may", "could", "should", "would", "might" or "will" be taken, occur or be achieved. A number of known and unknown risks, uncertainties and other factors may cause the actual results or performance to materially differ from any future results or performance expressed or implied by the forward-looking information. These forward-looking statements are subject to numerous risks and uncertainties, certain of which are beyond the control of the Company including, but not limited to, the impact of general economic conditions, industry conditions and dependence upon regulatory approvals. Certain material assumptions regarding such forward-looking statements may be discussed in this news release and the Company's annual and quarterly management's discussion and analysis filed at www.sedarplus.ca. Readers are cautioned that the assumptions used in the preparation of such information, although considered reasonable at the time of preparation, may prove to be imprecise and, as such, undue reliance should not be placed on forward-looking statements. The Company does not assume any obligation to update or revise its forward-

looking statements, whether as a result of new information, future events, or otherwise, except as required by securities laws.

No securities regulatory authority has either approved or disapproved of the contents of this news release. The Common Shares, RSUs and Options have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, or any state securities laws, and may not be offered or sold in the United States, or to or for the account or benefit of any person in the United States, absent registration or an applicable exemption from the registration requirements. This press release shall not constitute an offer to sell or the solicitation of an offer to buy any common shares in the United States, or in any other jurisdiction in which such offer, solicitation or sale would be unlawful. We seek safe harbour.

Neither the Canadian Securities Exchange nor its Market Regulator (as that term is defined in the policies of the Canadian Securities Exchange) accepts responsibility for the adequacy or accuracy of this news release.