51-102F3
MATERIAL CHANGE REPORT [F]

Item 1 Name and Address of Company

ATI Airtest Technologies Inc. (the "**Company**")
#9 – 1520 Cliveden Avenue
Delta, BC V3M 6J8

Item 2 Date of Material Change

March 5, 2019

Item 3 News Release

The news release dated March 6, 2019 was issued by Stockwatch.

Item 4 Summary of Material Change

On March 6, 2019, the Company announced that on March 5, 2019 it completed its non-brokered private placement offering (the "**Offering**") of 15,000,000 units (each, a "**Unit**") at a price of $0.02 per Unit for gross proceeds of $300,000. The Company intends to use the proceeds as follows: (i) pay off merchant advance loans (approximately $45,000); (ii) pay delinquent employee salaries and reimburse employee expenses (approximately $50,000); (iii) pay accrued tax liability to the Canada Revenue Agency (approximately $25,000); (iv) pay legal fees, brokers' commissions and other expenses related to the private placement (approximately $15,000); (v) pay research and development expenses to develop a product key to our future sales (approximately $25,000); and (vi) the balance (approximately $140,000) will support the working capital requirement of the Company as it moves forward with its business plan.

Each Unit is comprised of one common share (a "**Share**") in the capital of the Company and one non-transferable share purchase warrant (a "**Warrant**"). Each Warrant entitles the holder thereof to purchase one additional Share in the capital of the Company (a "**Warrant Share**") at an exercise price of $0.05 per Warrant Share for a period of one year from the closing of the Offering.

All securities issued in connection with the Offering and the Shares that may be issuable on exercise of the Warrants are subject to a hold period expiring four months and one day after the closing of the Offering.

Two insiders of the Company subscribed for a total of 850,000 Units under the Offering, which constituted a "related party transaction" within the meaning of Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* ("MI 61-101"). The issuance of securities to the insiders was exempt from the valuation requirement of MI 61-101 by virtue of the exemption contained in section 5.5(b) as the Company's shares are not listed on a specified market and from the minority shareholder approval requirements of MI 61-101 by virtue of the exemption contained in section 5.7(a) of MI 61-101 on the basis that the fair market value of the consideration of the securities issued to the related parties did not exceed 25% of the Company's market capitalization.

In connection with the Offering, the Company paid a cash commission in the amount of $22,000 to one finder.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The material change is fully described in Item 4 above and in the News Release filed on SEDAR at www.sedar.com.

<u>Disclosure Required by MI 61-101</u>

Pursuant to MI 61-101, the Financing constituted a "related party transaction", in part, as certain directors and officers of the Company participated in the Financing.

The following supplementary information is provided in accordance with Section 5.2 of MI 61-101.

(a) a description of the transaction and its material terms:

See Item 4 above for a description of the Offering.

(b) the purpose and business reasons for the transaction:

See Item 4 above for the description of the use of proceeds.

(c) the anticipated effect of the transaction on the issuer's business and affairs:

The Company does not anticipate any material effect on the Company's business and affairs.

(d) a description of:

(i) the interest in the transaction of every interested party and of the related parties and associated entities of the interested parties:

George Graham, the President, Chief Executive Officer and a director of the Company, was issued 550,000 Units for proceeds of $11,000.

Michael Schell, the Vice President of the Company, was issued 300,000 Units for proceeds of $6,000.

(ii) the anticipated effect of the transaction on the percentage of securities of the issuer, or of an affiliated entity of the issuer, beneficially owned or controlled by each person or company referred to in subparagraph (i) for which there would be a material change in that percentage:

The following table sets out the effect of the Offering on the percentage of securities of the Company beneficially owned or controlled by each of Mr. Graham and Mr. Schell:

Name and Position	Dollar Amount of Units Purchased	Number of Securities Purchased	No. of Shares Held prior to Closing of the Offering	Percentage of Issued and Outstanding Shares prior to Closing of the Offering	No. of Shares Held After Closing of the Offering	Percentage of Issued and Outstanding Shares After Closing of the Offering
George Graham *President, Chief Executive Officer and Director*	$11,000	550,000 common shares and 550,000 warrants	Undiluted: 2,815,199[(1)] Diluted: 4,550,199[(2)]	Undiluted: 8.1%[(3)] Diluted: 12.5%[(4)]	Undiluted: 3,365,199[(5)] Diluted: 5,650,199[(6)]	Undiluted: 6.8%[(7)] Diluted: 11.0%[(8)]
Michael Schell *Vice President*	$6,000	300,000 common shares and 300,000 warrants	Undiluted: 416,667 Diluted: 916,667[(9)]	Undiluted: 1.2%[(3)] Diluted: 2.6%[(10)]	Undiluted: 716,667 Diluted: 1,516,667[(11)]	Undiluted: 1.4%[(7)] Diluted: 3.0%[(12)]

(1) Comprised of: (a) 1,868,000 Shares held directly and (b) 947,199 Shares held by Cormudan Enterprises Inc. ("**Cormudan**"), a company wholly owned by Mr. Graham.

(2) Comprised of: (a) 1,868,000 Shares held directly; (b) 947,199 Shares held by Cormudan and (c) 1,735,000 stock options, each of which is exercisable into one Share at a price of $0.10 per Share until November 19, 2020, all of which may be exercised within the next 60 days.

(3) Based on 34,705,581 Shares outstanding prior to the completion of the Offering.

(4) Based on 36,440,581 Shares comprised of: (i) 34,705,581 Shares outstanding prior to the completion of the Offering and (ii) 1,735,000 Shares that may be issuable on exercise of stock options of the Company held directly, all exercisable within 60 days.

(5) Comprised of: (a) 2,418,000 Shares held directly and (b) 947,199 Shares held by Cormudan.

(6) Comprised of: (a) 2,418,000 Shares held directly, (b) 947,199 Shares held by Cormudan, (c) 550,000 Warrants, each of which is exercisable into one Share at a price of $0.05 per Share until March 5, 2020 and (d) all of the convertible securities of the company set out in footnote (4) above.

(7) Based on 49,705,581 Shares outstanding following the completion of the Offering.

(8) Based on 51,440,581 Shares comprised of: (i) 49,705,581 Shares outstanding after the completion of the Offering, (ii) 1,735,000 Shares that may be issuable on exercise of stock options of the Company held directly and (iii) 550,000 Shares that may be issuable on exercise of Warrants of the Company held directly, all exercisable within 60 days.

(9) Comprised of: (a) 416,667 Shares held directly and (b) 500,000 stock options, each of which is exercisable into one Share at a price of $0.10 per Share until November 19, 2020, all of which may be exercised within the next 60 days.

(10) Based on 35,205,581 Shares comprised of: (i) 34,705,581 Shares outstanding prior to the completion of the Offering and (ii) 500,000 Shares that may be issuable on exercise of stock options of the Company, all exercisable within 60 days.

(11) Comprised of: (a) 716,667 Shares held directly, (b) 300,000 Warrants, each of which is exercisable into one Share at a price of $0.05 per Share until March 5, 2020 and (c) all of the convertible securities of the company set out in footnote (10) above.

(12) Based on 50,505,581 Shares comprised of: (i) 49,705,581 Shares outstanding after the completion of the Offering, (ii) 500,000 Shares that may be issuable on exercise of stock options of the Company held directly and (iii) 300,000 Shares that may be issuable on exercise of Warrants of the Company held directly, all exercisable within 60 days.

(e) unless this information will be included in another disclosure document for the transaction, a discussion of the review and approval process adopted by the board of directors and the special committee, if any, of the issuer for the transaction, including a discussion of any materially contrary view or abstention by a director and any material disagreement between the board and the special committee:

Mr. Graham abstained on the resolution of the board of directors approving the Offering with respect to his subscription. A special committee was not established in connection with the approval of the Offering, and no materially contrary view or abstention was expressed or made by any director.

(f) *a summary in accordance with section 6.5 of MI 61-101, of the formal valuation, if any, obtained for the transaction, unless the formal valuation is included in its entirety in the material change report or will be included in its entirety in another disclosure document for the transaction:*

Not applicable.

(g) *disclosure, in accordance with section 6.8 of MI 61-101, of every prior valuation in respect of the issuer that related to the subject matter of or is otherwise relevant to the transaction:*

(i) *that has been made in the 24 months before the date of the material change report:*

Not applicable.

(ii) *the existence of which is known, after reasonable enquiry, to the issuer or to any director or officer of the issuer:*

Not applicable.

(h) *the general nature and material terms of any agreement entered into by the issuer, or a related party of the issuer, with an interested party or a joint actor with an interested party, in connection with the transaction:*

The Company entered into a subscription agreement with Mr. Graham pursuant to which Mr. Graham agreed to purchase 550,000 Units for gross proceeds of $11,000.

The Company entered into a subscription agreement with Mr. Schell pursuant to which Mr. Schell agreed to purchase 300,000 Units for gross proceeds of $6,000.

(i) *disclosure of the formal valuation and minority approval exemptions, if any, on which the issuer is relying under sections 5.5 and 5.7 of MI 61-101 respectively, and the facts supporting reliance on the exemptions:*

The Offering is exempt from the valuation and minority shareholder approval requirements of MI 61-101 by virtue of the exemptions contained in Sections 5.5(b) as the Company's shares are not listed on a specified market and from the minority shareholder approval requirements of MI 61-101 by virtue of the exemption contained in section 5.7(a) of MI 61-101 in that the fair market value of the consideration of the Shares issued to each related party did not exceed 25% of the Company's market capitalization.

As this material change report is being filed less than 21 days before the transaction, there is a requirement under MI 61-101 to explain why the shorter period was reasonable or necessary in the circumstances. In the view of the Company it was necessary to immediately close the Offering and therefore, such shorter period was reasonable and necessary in the circumstances to improve the Company's financial position.

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

None

Item 8 Executive Officer

George Graham, President and Chief Executive Officer, 604.517.3888

Item 9 Date of Report

March 13, 2019