MATERIAL CHANGE REPORT
FORM 51-102F3

Item 1. Name and Address

ATW Tech Inc. (the "**Company**" or "**ATW Tech**")
1050 rue de la Montagne
Bureau 400
Montreal, Quebec H3G 1Y8

Item 2. Date of Material Change

June 11, 14 and 18, 2021 respectively.

Item 3. News Release

The press releases were issued through GlobeNewswire in English and French by ATW Tech on June 11, 14 and 18, 2021 respectively and may be reviewed under the Company's SEDAR profile at www.sedar.com

Item 4. Summary of Material Change

ATW Tech announced the closing of the private placement (the "**Private Placement**").

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

The Company announced that it has closed its previously announced private placement. Pursuant to the Private Placement, ATW Tech issued 8,692,306 common shares of the Company (the "**Shares**") at a price of $0.065 per Share for gross proceeds of $565,000. The proceeds of the Private Placement will be used by ATW Tech for its own benefit and that of its subsidiaries, in order to finance current operations and to repay the Company's short term debt.

In consideration for brokering a part of the Private Placement, Services Conseils Optimista Inc. (the "**Broker**") received a cash commission of $20,000 (the "**Commission**").

The Private Placement constitutes a "related party transaction", as such term is defined by Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("**MI 61-101**"), given that an insider of the Company has subscribed for an aggregate of 3,846,153 Shares and because there is a non-arm's length relation between the Company and the Broker, an entity controlled by a director of the Company. The Company is relying on the exemptions from the valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101, given that the fair market value of the participation in the Private Placement by certain insiders and the Commission do not exceed 25% of the market capitalization of the Company, as determined in accordance with MI 61-101. The Private Placement has been approved by the independent directors of the Company. The Company did not file a material change report in respect of the Private Placement more than 21 days before the expected closing date of the Private Placement for sound business reasons and to ensure the closing of the Private Placement in a timeframe consistent with usual market practice for transactions of this nature.

The Shares issued pursuant to the Private Placement are subject to a period of restricted trading of four months, in accordance with the applicable securities legislation. In addition, the Private Placement is subject to the final approval of the TSX Venture Exchange.

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

No information has been omitted in respect of this material change.

Item 8. Executive Officer

Inquiries in respect of this material change may be made to:

Michel Guay
Founder, President & CEO
844.298.5932 ext.301
mquay@atwtech.com

Item 9. Date of Report

June 21, 2021.