

FORM 8

NOTICE OF PROPOSED PROSPECTUS OFFERING

Please complete the following:

Name of Listed Issuer: Atmofizer Technologies Inc. (the "Issuer").

Trading Symbol: ATMO

Date: December 3, 2021

Is this an updating or amending Notice: ☐ Yes ☒ No

If yes provide date(s) of prior Notices: Not applicable.

Issued and Outstanding Securities of Issuer Prior to Proposed Prospectus Offering:

73,930,270

Date of News Release Announcing Proposed Prospectus Offering:

Not applicable. This Form 8 has been filed to report the filing of a preliminary base shelf prospectus of the Issuer on December 3, 2021 with the applicable Canadian securities regulatory authorities. The filing of the preliminary base shelf prospectus is not considered material information by the Issuer. The Issuer will disseminate a news release upon the commencement of a specific distribution of securities pursuant to the base shelf prospectus and a prospectus supplement.

(or provide explanation if news release not disseminated yet and expected date or circumstances that are expected to trigger news release dissemination)

1. Prospectus Offering

1. Description of securities to be issued:

- (a) Class The preliminary base shelf prospectus qualifies for distribution Common Shares, Warrants, Debt Securities, Subscription Receipts, and Units of the Issuer or any combination thereof for a 25 month period (collectively, the "Securities")
- (b) Number Up to \$125 million.
- (c) Price per security N/A.
- (d) Voting rights One vote per Common Share.

2. Provide details of the net proceeds to the Issuer as follows:
 - (a) Per security: N/A.
 - (b) Aggregate proceeds: Up to \$125 million.
3. Provide description of any Warrants (or options) including:
 - (a) Number To be determined.
 - (b) Number of securities eligible to be purchased on exercise of Warrants (or options) To be determined.
 - (c) Exercise price To be determined.
 - (d) Expiry date To be determined.
 - (e) Other significant terms To be determined.
4. Provide the following information if debt securities are to be issued:
 - (a) Aggregate principal amount To be determined.
 - (b) Maturity date To be determined.
 - (c) Interest rate To be determined.
 - (d) Conversion terms To be determined.
 - (e) Default provisions To be determined.
5. Details of currently issued and outstanding shares of each class of shares of the Issuer: As of December 1, 2021, there are (i) 73,930,270 Common Shares issued and outstanding; (ii) 2,484,126 Warrants outstanding, which are exercisable for one Common Share at an exercise price of US\$3.50 per Common Share; (iii) 1,883,000 Stock Options, of which 1,800,000 Stock Options are exercisable for one Common Share at an exercise price of \$0.50 per Stock Option and 83,333 Stock Options are exercisable for one Common Share at exercise prices of \$0.13 per Common Share.
6. Describe any unusual particulars of the offering (i.e. tax “flow through” shares, special warrants, etc.).

The preliminary base shelf prospectus qualifies the distribution of up to an aggregate of \$125,000,000 of any combination of Securities in one or more series or issuances for a 25 month period including an “at-the-market” distribution as defined in National Instrument 44-102 – *Shelf Distributions*.

7. Provide details of the use of the proceeds:

The use of proceeds from the sale of Securities, including any determinable business objectives and milestones at the applicable time, will be described in a prospectus supplement relating to a specific distribution of Securities. Among potential uses, the Issuer may use the net proceeds from the sale of Securities for future acquisitions, for capital expenditures and for general corporate and working capital purposes.

8. Provide particulars of any proceeds of the offering which are to be paid to Related Persons of the Issuer: To be determined.
9. Provide details of the amounts and sources of any other funds that will be available to the Issuer prior to or concurrently with the completion of the offering: To be determined.
10. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the offering (including warrants, options, etc.):
- (a) Details of any dealer, agent, broker, finder or other person receiving compensation in connection with the offering (name, address, beneficial ownership where applicable) To be determined.
 - (b) Cash To be determined.
 - (c) Securities To be determined.
 - (d) Other To be determined.
 - (e) Expiry date of any options, warrants etc. To be determined.
 - (f) Exercise price of any options, warrants etc. To be determined.
11. State whether the sales agent, broker, dealer, finder, or other person receiving compensation in connection with the offering is a Related Person of the Issuer with details of the relationship: To be determined.
12. Provide details of the manner in which the securities being offered are to be distributed. Include details of agency agreements and sub-agency agreements outstanding or proposed to be made including any assignments or proposed assignments of any such agreements and any rights of first refusal on future offerings: To be provided upon the commencement of a specific offering of Securities by way of a prospectus supplement.

Attach any term sheet, engagement letter or other document setting out terms, conditions or features of the proposed offering.

Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance on behalf of the Issuer.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 8 Notice of Proposed Prospectus Offering is true.

Dated December 3, 2021.

Brian Meadows
Name of Director or Senior
Officer

s/ "Brian Meadows"
Signature

Chief Financial Officer
Official Capacity