

Form 45-106F1
Report of Exempt Distribution

Issuer information

Item 1: ATI AirTest Technologies Inc.
 9 – 1520 Cliveden Avenue
 Delta, BC V3M 6J8
 Phone: 604-517-3888

Item 2: The Issuer is a reporting issuer in British Columbia, Alberta.

Item 3: Indicate the industry of the issuer by checking the appropriate box next to one of the industries listed below.

- | | |
|---|--|
| <input type="checkbox"/> Bio-tech | <input type="checkbox"/> Mining |
| <input type="checkbox"/> Financial Services | <input type="checkbox"/> exploration/development |
| <input type="checkbox"/> investment companies and funds | <input type="checkbox"/> production |
| <input type="checkbox"/> mortgage investment companies | <input type="checkbox"/> Oil and gas |
| <input type="checkbox"/> Forestry | <input type="checkbox"/> Real estate |
| <input type="checkbox"/> Hi-tech | <input type="checkbox"/> Utilities |
| X Industrial | <input type="checkbox"/> Other (describe) |

Details of distribution

Item 4: See Schedule I to this report.

Item 5: Distribution date is June 25, 2007.

Item 6: For each security distributed:

- (a) units consisting of one common share and one share purchase warrant
- (b) 17,264,000 units
- (c) NI 45-106 sec 2.3(1)

Item 7: Complete the following table for each Canadian and foreign jurisdiction where

Each jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$) ¹	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
Ontario	1	\$0.05	\$5,000
Alberta	2	\$0.05	\$20,000
British Columbia	83	\$0.05	\$678,200
International	6	\$0.05	\$160,000
Total number of Purchasers	92		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$863,200

Commissions and finder's fees

Item 8: .

Full name and address of the person being compensated	Compensation paid or to be paid (cash and/or securities)				
	Cash (Canadian \$)	Securities			Total dollar value of compensation (Canadian \$)
		Number and type of securities issued	Price per security	Exemption relied on and date of distribution	
Haywood Securities, Vancouver, BC	\$11,480	229,600 broker warrants	\$0.10	NI 45-106 s 2.3	\$34,440
Chartwell Inv. Services, Vancouver, BC	\$3,200	64,000 broker warrants	\$0.10	NI 45-106 s 2.3	\$9,600
Canaccord Capital, Vancouver, BC	\$12,000	240,000 broker warrants	\$0.10	NI 45-106 s 2.3	\$36,000
Raymond James Vancouver, BC	\$2,000	40,000 broker warrants	\$0.10	NI 45-106 s 2.3	\$6,000
Union Securities Ltd. Vancouver, BC	\$3,080	61,600 broker warrant	\$0.10	NI 45-106 s 2.3	\$9,240
Gordon Zelko Osooyos, BC	\$3,740	Nil	n/a	NI 45-106 s 2.3	\$3,740
Dave Skarica West Vancouver, BC	\$400	Nil	n/a	NI 45-106 s 2.3	\$400
Brent Peters Nassau, Bahamas	\$1,700	Nil	n/a	NI 45-106 s 2.3	\$1,700
Alex Kuznecov Vanocuver, BC	\$18,596	Nil	n/a	NI 45-106 s 2.3	\$18,596
Julie Clain Vancouver, BC	\$2,000	Nil	n/a	NI 45-106 s 2.3	\$2,000
Tom Allan West Vancouver, BC	\$4,820	Nil	n/a	NI 45-106 s 2.3	\$4,820

Certificate

On behalf of the issuer, I certify that the statements made in this report are true.

Date: June 25, 2007

ATI AirTest Technologies Inc.

Name of issuer (please print)

George Graham President, (604)517-3888

Print name, title and telephone number of person signing

Signature

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT.

Authorization of Indirect Collection of Personal Information for Distributions in Ontario

The attached Schedule I contains personal information of purchasers and details of the distribution(s). The issuer hereby confirms that each purchaser listed in Schedule I of this report

- (a) has been notified by the issuer
 - (i) of the delivery to the Ontario Securities Commission of the information pertaining to the person as set out in Schedule I,
 - (ii) that this information is being collected indirectly by the Ontario Securities Commission under the authority granted to it in securities legislation,
 - (iii) that this information is being collected for the purposes of the administration and enforcement of the securities legislation of Ontario, and
 - (iv) of the title, business address and business telephone number of the public official in Ontario, as set out in this report, who can answer questions about the Ontario Securities Commission's indirect collection of the information, and
- (b) has authorized the indirect collection of the information by the Ontario Securities Commission.