

Form 45-106F1
Report of Exempt Distribution

Issuer information

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

Item 2: **The issuer is a reporting issuer in British Columbia and Alberta**

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

x Industrial

Details of distribution

Item 4: **See Schedule I**

Item 5: **First distribution date July 4, 2011**
 Second distribution date July 12, 2011

Item 6:

- (a) Each unit of security includes 1 common share and 1 warrant
- (b) There were 7,180,000 units distributed. The warrants are exercisable at \$0.10 for purchase of one share, and have a two year expiry date.
- (c) This placement relies on exemption under NI45-106, Sect 2.3

Item 7: Complete the following table for each Canadian and foreign jurisdiction where purchasers of the securities reside. Do not include in this table, securities issued as payment for commissions or finder's fees disclosed under item 8, below.

Jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$)	Total \$ value raised from purchasers in the jurisdiction
British Columbia	22	\$0.05 per unit	\$ 349,000.00
Alberta	1	\$0.05 per unit	\$ 10,000.00
Total number of purchasers	23		
Total dollar value of distribution in all jurisdictions			\$ 359,000.00

Commissions and finder's fees

Item 8:

Company being compensated	Compensation paid (cash and securities)				
	Cash	Securities			Total dollar value of compensation
Canaccord Genuity Corp. 2200-609 Granville St. Vancouver, BC V7Y 1H2		Number and type of security issued	Price per security	Exemption and date of distribution	
	\$28,720	718,000 warrants ⁽¹⁾	\$0.10	NI45-106 July 12/11	\$28,720.00

(1) The warrants are exercisable at \$0.10 for one share purchase – expiry 2 years.

Item 9: N/A

Certificate

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

Date: July 14, 2011

ATI AirTest Technologies Inc.
Name of issuer (please print)

George B. Graham, President 604-517-3888
Print name, title and telephone number of person signing

Signature

Item 10: Contact person same as above.

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

Schedule I

	Securities Purchased	Total purchase price	Exemption relied on	Date of distribution
15 Purchasers	5,180,000 units	\$259,000.00	NI45-106, Sect 2.3	July 4, 2011
8 Purchasers	2,000,000 units	\$100,000.00	NI45-106, Sect 2.3	July 12, 2011
	Each unit: 1 common share, plus 1 warrant			