

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 **Name and Address of Company**

Atlas Cloud Enterprises Inc.
308 E. 5th Avenue Vancouver, BC V5T 1H4

Item 2 **Date of Material Change**

December 19, 2017

Item 3 **News Release**

News release dated December 19, 2017 were issued in Vancouver, B.C., and disseminated through Market News and Stockwatch.

Item 4 **Summary of Material Change**

Atlas Cloud Enterprises Inc. (CSE: AKE) (the “**Issuer**”) announces resignation of Martin Burian from the board of directors of the Issuer and appointment of Sean Bromley to the board of directors of the Issuer.

Item 5 **Full Description of Material Change**

See the news release attached as Schedule A.

Item 6 **Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable.

Item 7 **Omitted Information**

No information has been omitted from this report on the basis that it is confidential information.

Item 8 **Executive Officer**

Yana Popova, Chief Financial Officer
Tel: 604-328-5598

Item 9 **Date of Report**

This report is dated as of the 22nd day of December, 2017

Schedule A
News Release

ATLASCLOUD

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THE UNITED STATES**

December 19, 2017

NEWS RELEASE

CSE: AKE

ATLAS CLOUD ANNOUNCES GRANT OF STOCK OPTIONS

Atlas Cloud Enterprises Inc. (the “**Company**” or “**Atlas Cloud**”) (CSE: AKE) is pleased to announce that it has granted 500,000 incentive stock options under the Company’s stock option plan to certain director and consultant effective December 19, 2017. The Options are exercisable at a price of \$1.00 for a period of 5 years from the date of grant.

In addition, Martin Burian has resigned from the board of directors of the Company, effective today. The Company would very much like to thank Mr. Burian for his service to the Company and wish him all the best in his future endeavours.

The Company is pleased to announce the appointment of Sean Bromley as a director of the Company, filling the vacancy created by the resignation of Mr. Burian.

On behalf of the Board,

“Yana Popova”

Yana Popova
Chief Financial Officer

For further information, contact the Company's CFO, Yana Popova at (604) 328-5598 or at info@atlascloud.ca.

The CSE does not accept responsibility for the adequacy or accuracy of this release.

FORWARD LOOKING INFORMATION

Certain information set forth in this news release may contain forward-looking statements that involve substantial known and unknown risks and uncertainties. These forward-looking statements are subject to numerous risks and uncertainties, certain of which are beyond the control of the Company, including but not limited to, the future business operations of Atlas Cloud. Readers are cautioned that the assumptions used in the preparation of such information, although considered reasonable at the time of preparation, may prove to be imprecise and, as such, undue reliance should not be placed on forward-looking statements. Forward-looking statements contained in this news release are expressly qualified by this cautionary statement. The forward-looking statements contained in the news release are made as of the date of this news release, and the Company does not undertake any obligations to update publicly or to revise any of the included forward-looking statements, whether as a result of new information, future events or otherwise, except as expressly required by applicable securities law.