

**FORM 51-102F3
MATERIAL CHANGE REPORT**

ITEM 1 Name and Address of Corporation:

nDATALYZE CORP. (the “Corporation”)
Suite 1150, 707 – 7 Avenue SW
Calgary, Alberta T2P 3H6

ITEM 2 Date of Material Change:

September 25, 2023

ITEM 3 News Release:

The news release was disseminated and filed on SEDAR on September 25, 2023.

ITEM 4 Summary of Material Change:

The Corporation announced the granting of stock options.

ITEM 5 Full Description of Material Change:

The Corporation announced that it has granted an aggregate of 3,150,000 stock options to its directors, officers and consultants of the Corporation pursuant to its stock option plan, at an exercise price of \$0.08 per common share and expiring two years from the date of grant.

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

Not Applicable.

ITEM 7 Omitted Information:

Not Applicable.

ITEM 8 Executive Officer:

Further information relating to this Material Change Report may be obtained from:

James M. Durward, President and Chief Executive Officer
Phone: (403) 689-3901

ITEM 9 Date of Report:

September 25, 2023

The foregoing accurately discloses the material change referred to in this report.

PRESS RELEASE

NDATALYZE ANNOUNCES GRANT OF STOCK OPTIONS

For Immediate Release

Calgary, Alberta – September 25, 2023. **nDatalyze Corp.** (CSE: NDAT) (“NDAT” or the “Corporation”) announces that it has granted an aggregate of 3,150,000 stock options to its directors, officers and consultants pursuant to the Corporation’s stock option plan, at an exercise price of \$0.08 per common share and expiring two years from the date of grant. The stock options are subject to a customary four month hold period from the date of grant.

ABOUT NDATALYZE CORP:

Ndatalyze generates technology-based, health-related solutions. Its machine-learning-processed, on-line mental health application, known as YMI, is based on the Corporation's proprietary reference database consisting of more than 1,200 biometric records, complete with associated electroencephalogram (EEG) data. YMI has only recently begun its initial staged launch and, accordingly, the Corporation cannot accurately predict if or when this application will become a profit generator.

About YMI

YMI uses a holistic, evidence-based, objective data from whole-life experiences to predict why you are who you are, and applies this knowledge toward a fuller understanding of how to improve your mental well-being. After registering at the YMI Health website, users gain access to a private, in-depth survey that applies machine learning using a person's genetic expressions, childhood environment, habits, phobias, lived experiences and lifestyle. Upon completion of the questionnaire, YMI generates a personalized graphic report predicting a person's predisposition for seven mental conditions, including anxiety, depression, posttraumatic stress disorder, obsessive compulsive disorder, alcoholism and personality disorders, both current and forward in time. The downloadable report may be used for reference as the user considers changes to their lifestyle that may help improve their mental well-being and mental health journey. The service also helps connect users with therapists who are prepared to help with next steps, providing further clarity and treatment as required.

FOR FURTHER INFORMATION, PLEASE CONTACT:

NDATALYZE CORP.

James M. Durward, President and CEO

Telephone: (403) 689-3901

Email: jimdurward72@gmail.com

This news release does not constitute an offer to sell or a solicitation of an offer to sell any of the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

The information in this news release includes certain information and statements about management's view of future events, expectations, plans and prospects that constitute forward looking statements. These statements are based upon assumptions that are subject to significant risks and uncertainties. Because of these risks and uncertainties and as a result of a variety of factors, the actual results, expectations, achievements or performance may differ materially from those anticipated and indicated by these forward looking statements. Any number of factors could cause actual results to differ materially from these forward-looking statements as well as future results. Although the Corporation believes that the expectations reflected in forward looking statements are reasonable, it can give no assurances that the expectations of any forward-looking statements will prove to be correct. Except as required by law, the Corporation disclaims any intention and assumes no obligation to update or revise any forward looking statements to reflect actual results, whether as a result of new information, future events, changes in assumptions, changes in factors affecting such forward looking statements or otherwise.

Neither the Canadian Securities Exchange nor its Regulation Services Provider (as that term is defined in the policies of the Canadian Securities Exchange) accepts responsibility for the adequacy or accuracy of this release.