

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

ITEM 1 Name and Address of Corporation:

nDATALYZE CORP. (the “Company”)
Suite 1150, 707 – 7 Avenue SW
Calgary, Alberta T2P 2H6

ITEM 2 Date of Material Change:

November 9, 2023

ITEM 3 News Release:

The news release was disseminated and filed on SEDAR on November 9, 2023.

ITEM 4 Summary of Material Change:

The Company announced the closing of its previously announced non-brokered unit private placement.

ITEM 5 Full Description of Material Change:

See attached Schedule “A”.

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, Chief Executive Officer
Phone: (403) 689-3901

ITEM 9 Date of Report:

November 10, 2023

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

SCHEDULE "A"

NEWS RELEASE



nDATALYZE CORP. ANNOUNCES CLOSING OF UNIT PRIVATE PLACEMENT

Calgary, Alberta – November 9, 2023

For Immediate Release – nDatalyze Corp. ("NDAT" or the "Corporation") (CSE:NDAT) (OTC:NDATF) announces the Corporation has closed its previously announced non-brokered private placement (the "Offering") of units ("Units").

The Offering consisted of 2,315,000 Units for total gross proceeds of \$277,800. Each Unit consisted of one common share and one-half of one common share purchase warrant, with each warrant entitling the holder thereof to acquire one common share at \$0.25 for 18 months from the date of issuance, subject to accelerated expiry provision described in the Corporation's news release dated October 6, 2023.

In connection with the Offering, the Corporation paid eligible finders aggregate cash finders fees of approximately \$4,800 and issued 40,000 finders options to purchase common shares of the Corporation at an exercise price of \$0.25 per common share, within 18 months from the closing date of the Offering.

The Corporation intends to use the gross proceeds of the sale of the Units to pay eligible finder fees to eligible finders, to advance the Corporation's Clinical Study related to its YMI machine-learning-based mental health clinical decision system and for general working capital purposes.

The Offering is subject to all necessary regulatory approvals including acceptance from the Exchange. All securities issued in connection with the Offering will be subject to a four-month plus one day hold period from the closing date under applicable Canadian securities laws, in addition to such other restrictions as may apply under applicable securities laws of jurisdictions outside Canada.

As at this date, and including the Offering proceeds the Corporation has working capital of approximately \$975,000 and no debt.

About YMI: YMI uses evidence-based, objective data from whole life experiences to predict individual mental states over time and applies this knowledge towards a fuller understanding of how mental health develops and to improve mental wellbeing. YMI combines machine-learning with a proprietary Reference Database that contains >1200 person's genetic expressions, childhood environment, habits, phobias, lived experiences and lifestyle to generate a personalized graphic report predicting an individual's predisposition toward a variety of common mental conditions, both current and forward in time.

For further information, please contact:

James Durward,
Chief Executive Officer
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nDatalyze Website: <https://www.ndatalyze.com>
YMI Website: <https://ymihealth.ca>

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. 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.