

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

ITEM 1. NAME AND ADDRESS OF COMPANY

Impact Analytics Inc. (the "**Company**")
1626 Westmount Road NW
Calgary, AB T2N 3M1

ITEM 2. DATE OF MATERIAL CHANGE

December 8, 2023

ITEM 3. NEWS RELEASE

Issued on October 30, 2023 and distributed through the facilities of Newsfile Corp.

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Company announced that it has closed the first tranche of its previously announced non-brokered private placement (the "**First Tranche**"), whereby the Company has completed the issuance of 696,000 units (each, a "**Unit**") at a price of \$0.50 per Unit for gross proceeds of \$348,000.

ITEM 5.1 FULL DESCRIPTION OF MATERIAL CHANGE

The Company announced that it has closed the First Tranche, whereby the Company has completed the issuance of 696,000 Units at a price of \$0.50 per Unit for gross proceeds of \$348,000.

Each Unit consists of one common share in the capital of the Company (a "**Share**") and one common share purchase warrant of the Company (a "**Warrant**"). Each Warrant entitles the holder to purchase one common share in the capital of the Company (a "**Warrant Share**") for a period of two (2) years from the date of issue at an exercise price of \$1.25 per Warrant Share.

The securities offered in the First Tranche are subject to a four month and a day transfer restriction from the date of issuance expiring on April 9, 2024, in addition to such other restrictions as may apply under applicable securities laws of jurisdictions outside Canada.

The Company intends to use the proceeds of the First Tranche for funding product development and general working capital purposes.

ITEM 5.2 DISCLOSURE FOR RESTRUCTURING TRANSACTION

Not applicable.

ITEM 6. RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102

Not applicable.

ITEM 7. OMITTED INFORMATION

Not applicable.

ITEM 8. EXECUTIVE OFFICER

Contact: Eric Entz, Chief Financial Officer and Director
Telephone: (587) 208-4044

ITEM 9. DATE OF REPORT

December 8, 2023