

**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 15, 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 second tranche of its previously announced non-brokered private placement (the "**Second Tranche**"), whereby the Company has completed the issuance of 433,140 units (each, a "**Unit**") at a price of \$0.50 per Unit for gross proceeds of \$216,570.

**ITEM 5.1 FULL DESCRIPTION OF MATERIAL CHANGE**

The Company announced that it has closed the Second Tranche, whereby the Company has completed the issuance of 433,140 Units at a price of \$0.50 per Unit for gross proceeds of \$216,570.

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 Second Tranche are subject to a four month and a day transfer restriction from the date of issuance expiring on April 16, 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 Second 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 15, 2023