

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

ITEM 1. NAME AND ADDRESS OF COMPANY

Impact Analytics Inc. (the "**Company**")
2004 Sherwood Drive
Sherwood Park, AB T8A 0Z1

ITEM 2. DATE OF MATERIAL CHANGE

August 16, 2024

ITEM 3. NEWS RELEASE

Issued on August 16, 2024 and distributed through the facilities of The Newswire.ca Inc.

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Company announced that that further to its press release dated August 8, 2024, it has closed the transaction with Antenna Transfer Inc. ("**Antenna**") pursuant to a definitive agreement dated August 15, 2024 (the "**Transaction**").

ITEM 5.1 FULL DESCRIPTION OF MATERIAL CHANGE

Please see the attached news release.

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: Colin Frost, Chief Financial Officer and Director
Telephone: (587) 205-9188

ITEM 9. DATE OF REPORT

August 16, 2024



NEWS RELEASE

IMPACT ANALYTICS CLOSES TRANSACTION WITH ANTENNA TRANSFER INC.

Calgary, Alberta / August 16, 2024 - Impact Analytics Inc. ("Impact Analytics" or the "Company") (CSE: PACT) a vertically integrated AI software development company built on its proprietary cloud offering, is pleased to announce that further to its press release dated August 8, 2024, it has closed the transaction with Antenna Transfer Inc. ("**Antenna**") pursuant to a definitive agreement dated August 15, 2024 (the "**Transaction**").

CEO Colin Frost stated *"We are excited to close the Transaction with Antenna and integrate their business and intellectual property into our product stack. We believe that in acquiring Antenna, we will be able to potentially accelerate our commercialization timelines for Credissential."*

Pursuant to the Transaction, the Company issued an aggregate of 4,500,000 common shares in the Company (the "**Consideration Shares**") to the shareholders of Antenna pro rata to their respective shareholdings in Antenna, for a deemed transaction value equal to CAD\$2,700,000. The Company also made a cash payment of CAD\$25,000 to one of the shareholders of Antenna as the shareholder's nominee, to be distributed in pro rata to the shareholders of Antenna. The Transaction is at an arm's length and there is no insider interest. The Consideration Shares are being issued in accordance with the Take-over bid and issuer bid exemption as provided in Section 2.16 of National Instrument 45-106-*Prospectus Exemptions* but are subject to a 12-month voluntary lock-up period, during which period the recipients of the Consideration Shares will be restricted from trading the Consideration Shares (the "**Initial Lockup Period**"). Following the Initial Lockup Period, the Consideration Shares will be released at a rate of 20% per month.

There is a finder's fee payable in connection with the Transaction in an amount equal to 10% of the Consideration Shares issued, being \$270,000, which fee was paid by way of issuance of 450,000 common shares of the Company (the "**Finder's Shares**"). The Finder's Shares are payable to an arm's length party and are being issued in accordance with the requirements of the ASC Rule 72-501 – *Distributions to Purchasers outside of Alberta* and are not subject to a hold period.

About Antenna Transfer

Antenna is a secure payment and file transfer platform focused on privacy and security. It's secure payment platform ensures that every transaction is encrypted from end to end in order to mitigate fraud and other cybersecurity risks associated with sending and receiving monies online. The Antenna platform also allows users to send unique QR codes to transfer files in exchange for money, ensuring files are inaccessible until payment is complete. More information about Antenna can be found here: www.antennatransfer.io.

About Impact Analytics

Impact is a risk assessment, data intelligence and financial services platform powered by AI. The Company is building a proprietary product stack to optimize and streamline financial decision making for enterprises and individuals. Learn more at <https://www.impactrisk.ai/>.

ON BEHALF OF THE BOARD OF DIRECTORS

Chief Executive Officer	Colin Frost
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The CSE and Information Service Provider have not reviewed and does not accept responsibility for the accuracy or adequacy of this release.

Forward-Looking Information

Certain information in this news release may constitute "forward-looking" information that involves known and unknown risks, uncertainties, future expectations and other factors which may cause the actual results, performance or achievements of the Company or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward looking information. When used in this news release, this information may include words such as "anticipate", "estimate", "may", "will", "expect", "believe", "plan" and other terminology. This information reflects current expectations regarding future events and operating performance and speaks only as of the date of this news release.

Forward-looking statements are based on specific factors and assumptions that, while considered reasonable by the Company as of the date of such statements, are outside of the Company's control and are inherently subject to significant business, economic and competitive uncertainties. Forward-looking statements are inherently risky, and the information and plans disclosed therein may not come to fruition as contemplated or at all.

Forward-looking statements in this news release include, but are not limited to, statements relating to: the Transaction, the benefit of the Transaction to the Company and the future plans of the Company, business plans, objectives and strategy.

Except as required by law, we assume no obligation to update or revise forward-looking information to reflect new events or circumstances. Additional information is available in the Company's Management Discussion and Analysis, which can be found on SEDAR+ at www.sedarplus.ca.