

FORM 51-102F3
MATERIAL CHANGE REPORT

1. Name and Address of Company

AnalytixInsight Inc. (“**AnalytixInsight**” or the “**Company**”)
65 Queen Street West
Toronto, ON Canada

2. Date of Material Change

November 24, 2016

3. News Release

A news release was issued on November 25, 2016 through the facilities of Marketwired and subsequently filed on SEDAR.

4. Summary of Material Change

On November 25, 2016, the Company announced it had entered into a definitive agreement to acquire certain assets of Euclides Technologies, Inc. (“Euclides”) relating to Euclides’ field service management integration and implementation business. The Company also announced that it has entered into a definitive agreement to make a strategic investment in Fixify Ltd. (“Fixify”), a SaaS field service optimization company.

5. Full Description of Material Change

On November 25, 2016, the Company announced it had entered into a definitive agreement to acquire certain assets of Euclides relating to Euclides’ field service management integration and implementation business (the “Euclides Transaction”). The Company also announced that it has entered into a definitive agreement to make a strategic investment in Fixify Ltd., a SaaS field service optimization company (the “Fixify Transaction”).

The Euclides Transaction

Pursuant to an asset purchase agreement dated November 24, 2016 between AnalytixInsight, Euclides and the shareholders of Euclides (the “Euclides Agreement”), AnalytixInsight has agreed to acquire certain assets of Euclides relating to Euclides’ field service management integration and implementation business (the “Euclides Assets”).

Pursuant to the terms of the Euclides Agreement, AnalytixInsight will:

- on the closing date of the Euclides Transaction, pay USD\$200,000 in cash to Euclides;
- on the closing date of the Euclides Transaction, issue to Euclides such number of common shares of AnalytixInsight equal to USD\$800,000 divided by the volume weighted average price per common share of AnalytixInsight on the TSX Venture Exchange during the 20 trading days ending on November 23, 2016; and

- on such date after the closing date of the Euclides Transaction (the “Milestone Date”) that, on a cumulative basis, (i) the billed revenues during fiscal 2016 from the Euclides Assets; and (ii) the order backlog, exceed USD\$4 million, issue to Euclides such number of AnalytixInsight common share purchase warrants (the “Warrants”) equal to USD\$500,000 divided by the volume weighted average price per common share of AnalytixInsight on the TSX Venture Exchange during the 20 trading days ending on the date preceding the Milestone Date (the “Milestone Price”). Each Warrant will be exercisable by the holder for one common share of AnalytixInsight at an exercise price equal to the Milestone Price. The Warrants will have a term of three years commencing on the Milestone Date.

All of the securities issued by the Company pursuant to the Euclides Transaction will be subject to a lock-up agreement pursuant to which: (i) the holders shall be restricted from selling or transferring such securities during the 12 months after their issuance (the “Lock-Up Period”), and (ii) after such 12 month period, the holder shall be required to provide the Company with 60 days’ prior written notice before selling or transferring such securities. The 60 day prior written notice period can be satisfied during the Lock-Up Period.

The Euclides Agreement remains subject to certain customary closing conditions, including the approval of the TSX Venture Exchange, as well as Euclides obtaining consent from at least 80% of the active customers of Euclides.

The Euclides Transaction is an arm’s length transaction and AnalytixInsight is not assuming any long term debt in connection therewith. AnalytixInsight is not paying any finder’s fees in connection with the Euclides Transaction.

Fixify Transaction

Pursuant to a share purchase agreement dated November 24, 2016 between AnalytixInsight, Fixify and the shareholders of Fixify (the “Fixify Agreement”), AnalytixInsight has agreed to (i) acquire 20% of the issued and outstanding ordinary shares of Fixify; and (ii) pay USD\$1.0 million to Fixify for working capital purposes, on closing of the Fixify Transaction. At closing, the parties expect to enter into a reseller agreement pursuant to which the Company will receive 40% of the Fixify revenues related to the resale of Fixify products and co-developed analytics product offerings.

The Fixify Transaction may close up to 90 days following the closing of the Euclides Transaction and the Fixify Agreement includes a mutual break fee of USD\$100,000 if the Fixify Transaction does not close in certain circumstances. The Fixify Agreement remains subject to certain customary closing conditions, including the approval of the TSX Venture Exchange, as well as the completion of the Euclides Transaction.

The Fixify Transaction is an arm’s length transaction and AnalytixInsight is not assuming any long term debt in connection therewith. No new Control Person (as defined by policies of the TSX Venture Exchange) will be created as a result of the transactions disclosed herein. AnalytixInsight is not paying any finder’s fees in connection with the Fixify Transaction.

6. Reliance on Subsection 7.1(2) and (3) of National Instrument 51-102

Not applicable.

7. Omitted Information

Not applicable.

8. Executive Officer

Prakash Hariharan, CEO, prakash.hariharan@analytixinsight.com

9. Date of Report

November 28, 2016

Regulatory Statements

This material change report contains “forward-looking information” within the meaning of applicable Canadian securities legislation. Forward-looking information includes, without limitation, statements regarding each of the Euclides Transaction and the Fixify Transaction, the business and/or assets of Euclides and Fixify, the ability of the Company and Fixify to enter into a reseller agreement, the ability of the parties to complete the Euclides Transaction and the Fixify Transaction, the expected benefits of each of the Euclides Transaction and Fixify Transaction, the financial information of Euclides and the Company’s business. Generally, forward-looking information can be identified by the use of forward-looking terminology such as “plans”, “expects” or “does not expect”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates” or “does not anticipate”, or “believes”, or variations of such words and phrases or state that certain actions, events or results “may”, “could”, “would”, “might” or “will be taken”, “occur” or “be achieved”. Forward-looking information is subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of AnalytixInsight Inc., as the case may be, to be materially different from those expressed or implied by such forward-looking information, including but not limited to: general business, economic, competitive, geopolitical and social uncertainties; the Company’s technology and revenue generation; risks associated with operation in the technology sector; ability to successfully integrate new technology and employees; foreign operations risks; and other risks inherent in the technology industry. Although AnalytixInsight has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking information. AnalytixInsight does not undertake to update any forward-looking information, except in accordance with applicable securities laws.