

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 — Name and Address of Company

Datametrex AI Limited (formerly Everfront Ventures Corp.)
2161 Yonge Street
Suite 210
Toronto Ontario M4S 2A6

Item 2 — Date of Material Change

November 20, 2017

Item 3 — News Release

A news release disclosing the material change was issued by Datametrex AI Limited (the “**Corporation**”) on November 20, 2017 through the services of GlobeNewswire.

Item 4 — Summary of Material Change

On November 20, 2017, the Corporation completed its acquisition of privately-held 9172-8766 Québec Inc. (doing business as Nexalogy Environics) (“**Nexalogy**”) (the “**Acquisition**”). Under the terms and conditions of the Acquisition, the Corporation acquired all of the issued and outstanding common shares of Nexalogy and of 9225-6965 Québec Inc., an affiliate of Nexalogy, for an aggregate purchase price of \$6 million less fees, expenses and debt adjustments made at closing. As partial consideration of the purchase price, the Corporation issued 13,817,273 common shares to the sellers of Nexalogy. An additional \$600,000 in cash is payable to the sellers over a three year period upon Nexalogy achieving certain agreed-upon revenue milestones.

On November 20, 2017, the Corporation completed its previously announced non-brokered private placement of 57,500,000 units (each a “**Unit**”) at a price of \$0.10 per Unit for gross proceeds of \$5,750,000 (the “**Offering**”). Proceeds from the Offering were used in connection with the Acquisition and other working capital needs.

Item 5 — Full Description of Material Change

5.1 — Full Description of Material Change

On November 20, 2017, the Corporation completed its acquisition of Nexalogy, a business intelligence and data analysis software provider to government agencies and Fortune 500 corporations. Under the terms and conditions of the Acquisition, the Corporation acquired all of the issued and outstanding common shares of Nexalogy and of 9225-6965 Québec Inc., an affiliate of Nexalogy, for an aggregate purchase price of \$6 million less fees, expenses and debt adjustments made at closing. As partial consideration of the purchase price, the Corporation issued 13,817,273 common shares of the Corporation to the sellers of Nexalogy. An additional

\$600,000 in cash is payable to the sellers over a three year period upon Nexalogy achieving certain agreed-upon revenue milestones.

On November 20, 2017, the Corporation completed its previously announced non-brokered private placement of 57,500,000 Units at a price of \$0.10 per Unit, for gross proceeds of \$5,750,000. Each Unit consisted of one common share in the capital of the Corporation and one common share purchase warrant, with each warrant exercisable into one common share at a price of \$0.15 for a period of 18 months after closing of the Offering (the “**Warrant Expiry Date**”). In the event that the volume-weighted average trading price of the common shares on the TSX Venture Exchange equals or exceeds \$0.20 per common share for any period of 15 consecutive trading days, the Corporation may, at its option, within 10 business days following such 15-day period, accelerate the Warrant Expiry Date by issuing a press release (a “**Warrant Acceleration Press Release**”), and, in such case, the Warrant Expiry Date will be deemed to be 5:00 p.m. (Toronto time) on the 15th day following the issuance of the Warrant Acceleration Press Release. Although the Offering was non-brokered, the Corporation compensated certain dealers and individuals who introduced subscribers to the Corporation (each a “**Finder**”) by way of (i) a cash fee to each such Finder equal to 8% of the aggregate gross proceeds of the subscribers introduced to the Corporation by such Finder; and (ii) an aggregate of 2,738,315 non-transferable common share purchase warrants (with identical terms as those warrants issued under the Offering) to all the Finders as a whole. Proceeds from the Offering were used in connection with the Acquisition and other working capital needs.

All securities issued in the Offering, including warrants issued to Finders, are subject to a hold period. Unless permitted by securities legislation, the common shares and warrants (and the underlying securities) may not be traded before March 21, 2018.

Certain insiders of the Corporation participated in the Offering and purchased an aggregate of 4,550,000 Units. Participation of such insiders in the Offering constituted a “related party transaction” as defined under Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions (“**MI 61-101**”), but was exempt from the formal valuation and minority shareholder approval requirements of MI 61-101, as neither the fair market value of the securities issued to the insiders nor the consideration paid by the insiders exceeded 25% of the Corporation’s market capitalization. None of the Corporation’s directors expressed any contrary views or disagreements with respect to the foregoing. The Corporation did not file a material change report 21 days prior to the closing of the Offering as the details of the participation of the insiders of the Corporation had not been confirmed at that time.

5.2 — Disclosure for Restructuring Transactions

N/A

Item 6 — Reliance on subsection 7.1(2) of National Instrument 51-102

N/A

Item 7 — Omitted Information

N/A

Item 8 — Executive Officer

Jeffrey Stevens
President and Chief Operating Officer (647) 400-8494

Item 9 — Date of Report

November 24, 2017

Forward-Looking Information

This report contains “forward-looking information” within the meaning of applicable Canadian securities laws. All statements, other than statements of historical fact, that address activities, events or developments that the Corporation believes, expects or anticipates will or may occur in the future including, without limitation, statements relating to the achievement of certain revenue milestones by Nexalogy, the successful combination of Nexalogy’s software with the Corporation’s technology, and market demand for the Corporation’s technology, are forward-looking information. This forward-looking information reflects the current expectations or beliefs of the Corporation based on information currently available to the Corporation.

Forward-looking information is subject to a number of risks and uncertainties that may cause the actual results of the Corporation to differ materially from those discussed in the forward-looking information, and even if such actual results are realized or substantially realized, there can be no assurance that they will have the expected consequences to, or effects on the Corporation. Factors that could cause actual results or events to differ materially from current expectations include, among other things, the ability of management to successfully integrate Nexalogy into the Corporation’s business, less than expected market demand for the Corporation’s products and technology, rapid advances in technology that could cause the Corporation’s products to become obsolete, the ability to fund any future capital needs on terms acceptable to the Corporation, and the Corporation’s growth strategy not achieving the anticipated results.

Forward-looking information speaks only as of the date on which it is provided and, except as may be required by applicable securities laws, the Corporation disclaims any intent or obligation to update any forward-looking information, whether as a result of new information, future events or results or otherwise. Although the Corporation believes that the assumptions inherent in the forward-looking information are reasonable, forward-looking information is not a guarantee of future performance and accordingly undue reliance should not be put on such information due to the inherent uncertainty therein.