

SYLOGIST LTD.

MATERIAL CHANGE REPORT Form 51-102F3

Item 1 - Name and Address of Company

Sylogist Ltd. (“**Sylogist**” or the “**Company**”)
Suite 102, 5 Richard Way S.W.
Calgary, Alberta T3E 7M8

Item 2 - Date of Material Change

The material change occurred effective November 16, 2022.

Item 3 - News Release

A news release announcing the material change was issued through Newsfile Corp on November 18, 2022.

Item 4 - Summary of Material Change

The Company advised that Dave Elder has announced his retirement as Executive Vice President and Corporate Secretary.

Item 5 - Full Description of Material Change

5.1 Full Description of Material Change

The Company advised that Dave Elder has announced his retirement as Executive Vice President and Corporate Secretary.

Mr. Elder joined Sylogist as an officer in 2006 and has served Sylogist for over 16 years, including over 12 years as a director of the Company. Mr. Elder has been instrumental in the transformation of Sylogist from a reseller of third party software into a Software-as-a-Service (SaaS) organization with over 2,000 customers.

Bill Wood, President and CEO, commented, “The Company is deeply indebted to Dave who has dedicated many years of service as a driving force in the transformation, growth and success of Sylogist. We thank Dave for his leadership, guidance and stewardship. His contributions have been immense and will benefit Sylogist for years to come.”

“I have enjoyed more than 16 great years at Sylogist. I take tremendous pride in knowing that we’ve always strived to do the right thing, always with a view to long term, sustainable value creation. I am confident that will continue. I remain a significant and very interested shareholder of Sylogist, and wish all its stakeholders much continued success.” stated Dave Elder.

“Dave has been a key part of the evolution of Sylogist into a leading public sector SAAS company. He has worked tirelessly to guide and implement the strategic goals of the Company, including the identification, negotiation and closing of Sylogist’s strategic acquisitions. Sylogist has greatly benefited from Dave’s leadership, business acumen and vision. His contributions to the mentorship and guidance of members of the Sylogist team have been significant and will leave a lasting legacy. We would like to thank Dave for his dedication and efforts to successfully position Sylogist for the

future. It has been a pleasure working with Dave and we wish him all the best in a well deserved retirement.” stated Barry Foster, Chair of the Board.

Mr. Elder will be available to the Company in an advisory capacity going forward in order to ensure the orderly transition of his duties.

About Sylogist

Sylogist provides mission-critical SaaS solutions to over 2,000 public sector customers globally across the government, nonprofit, and education verticals. The Company's stock is traded on the Toronto Stock Exchange under the symbol SYZ. Information about Sylogist, inclusive of full financial statements together with Management’s Discussion and Analysis, can be found at www.sylogist.com.

5.2 Disclosure for Restructuring Transactions

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

William C. Wood – President and Chief Executive Officer
Telephone: (403) 266-4808

Item 9 - Date of Report

This report is dated November 25, 2022.

Forward-looking Statements

Certain statements in this material change report may be forward-looking statements within the meaning of applicable securities laws and regulations. These statements typically use words such as expect, believe, estimate, project, anticipate, plan, may, should, could and would, or the negative of these terms, variations thereof or similar terminology. Forward-looking information in this material change report includes statements regarding Mr. Elder’s availability in an advisory capacity to ensure the orderly transition of his duties. By their very nature, forward-looking statements are based on assumptions and involve inherent risks and uncertainties, both general and specific in nature. It is therefore possible that the beliefs and plans and other forward-looking expectations expressed herein will not be achieved or will prove inaccurate. Although Sylogist believes that the expectations reflected in these forward-looking statements are reasonable, it provides no assurance that these expectations will prove to have been correct. Forward-looking information involves risks, uncertainties and other factors that could cause actual events, results, performance, prospects and opportunities to differ materially from those expressed or implied by such forward-looking information. Additional information regarding some of these risks, uncertainties and other factors may be found in the Company’s Annual Information Form for the fiscal period ended September 30, 2021 and in the management’s discussion and analysis for the twelve months ended September 30,

2022, and other documents available on the Company's profile at www.sedar.com. Although Sylogist believes that the material assumptions and factors used in preparing the forward-looking information in this material change report are reasonable, undue reliance should not be placed on such information, which only applies as of the date of this material change report, and no assurance can be given that such events will occur. Sylogist disclaims any intention or obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, other than as required by law.