

MATERIAL CHANGE REPORT

Securities Act

Item 1. Reporting Issuer

Hummingbird Communications Ltd.
("Hummingbird")

1 Sparks Avenue
North York, Ontario
M2H 2W1

Item 2. Date of Material Change

January 5, 1998

Item 3. Press Release

A press release was issued in North York, Ontario on January 6, 1998 and is attached hereto as Schedule A.

Item 4. Summary of Material Change

The amalgamation of Andyne Computing Limited ("Andyne") with a wholly owned subsidiary of Hummingbird has been completed effective January 5, 1998. Pursuant to the amalgamation, each outstanding share of Andyne has been exchanged for 0.18745 of a Hummingbird common share. Andyne will continue as a wholly owned subsidiary of Hummingbird.

Item 5. Full Description of Material Change

The amalgamation of Andyne with a wholly owned subsidiary of Hummingbird (the "Amalgamation") has been completed, effective January 5, 1998. Each outstanding share of Andyne has been exchanged for 0.18745 of a Hummingbird common share. Andyne will continue as a wholly owned subsidiary of Hummingbird.

The Amalgamation was effected pursuant to a plan of arrangement (the "Arrangement") under section 182 of the *Business Corporations Act* (Ontario). The Arrangement was approved by the shareholders of Andyne on December 22, 1997 and by order of the Ontario Court (General Division) on December 23, 1997.

Andyne specializes in the development and marketing of business intelligence software and has over 120,000 installations in over 3,000 companies.

Hummingbird believes that Andyne's data warehousing applications will complement Hummingbird's connectivity applications, which give Windows clients access to on-line transaction processing applications on UNIX, mainframes, and minicomputers. Hummingbird also believes that participation in the data warehousing market will give Hummingbird the ability to enhance its growth rate in the future.

Item 6. **Confidential Filing**

N/A

Item 7. **Omitted Information**

N/A

Item 8. **Senior Officer**

For further information contact Inder P. S. Duggal, Chief Financial Officer at (416) 496-2200.

Item 9. **Statement of Senior Officer**

The foregoing accurately discloses the material change referred to herein.

Dated at North York, Ontario this 15th day of January, 1998.

"Inder P.S. Duggal"

Inder P. S. Duggal

Chief Financial Officer and Chief Controller
Hummingbird Communications Ltd.

SCHEDULE "A"
to the Material Change Report
of Hummingbird Communications Ltd.

FOR IMMEDIATE RELEASE

Andyne Amalgamates with subsidiary of Hummingbird

Hummingbird extends its enterprise solutions into data warehousing

North York, Ontario, Canada, January 6, 1998 — Hummingbird Communications Ltd. (TSE: "HUM" and Nasdaq: "HUMCF"), the worldwide technology and market leader in enterprise connectivity software, and Andyne Computing Limited (TSE: "ADY" and Nasdaq: "ADYNF") announce the completion of the amalgamation of Andyne with a wholly owned subsidiary of Hummingbird, effective today. Pursuant to the amalgamation, each outstanding share of Andyne has been exchanged for 0.18745 of a Hummingbird common share. Andyne will continue as a wholly owned subsidiary of Hummingbird.

About Andyne:

Andyne specializes in the development and marketing of business intelligence software with more than 120,000 installations in over 3,000 companies worldwide. Andyne's integrated decision support suite brings together the important sources of business information – relational databases, multidimensional databases and text - in a single view. Andyne GQL, GQL Reports and P^aBLO are designed to work together so that desktop users can concentrate on real-life business tasks no matter how and where their data is stored. All Andyne products are World Wide Web-enabled to expand the scope of business intelligence throughout the enterprise.

About Hummingbird:

Hummingbird Communications Ltd. specializes in the development of enterprise internetworking software products and document distribution solutions that provide high performance access to internetwork-based information and applications. Hummingbird products are sold and supported internationally by authorized resellers in more than 40 countries. The Company is headquartered in North York Ontario, Canada, with offices in Montreal, Quebec, Canada; Mountain View, CA, Raleigh, NC, and Washington D.C., in the United States; Geneva, Switzerland; Munich and Cologne in Germany; Paris, France; Uppsala, Sweden; Maidenhead in the United Kingdom, and an office in Sydney, Australia.

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