

DATAMETREX AI Limited

For Immediate Release
TSX Venture Exchange
Symbol "DM"



DATAMETREX Announces Completion of its Acquisition of Nexalogy Environics and \$5.75 Million Private Placement

TORONTO, ONTARIO– November 20, 2017 – DatametreX AI Limited (the “**Company**” or “**DatametreX**”) (TSXV: **DM**, FSE: **D4G**) is pleased to announce that it has completed the acquisition of privately-held 9172-8766 Québec Inc. (doing business as Nexalogy Environics) (“**Nexalogy**”), a business intelligence and data analysis software provider to government agencies and Fortune 500 corporations (the “**Acquisition**”). Under the terms and conditions of the Acquisition, the Company 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, DatametreX issued 13,817,273 common shares of the Company to the sellers of Nexalogy. Under the terms and conditions of the Acquisition, \$600,000 in cash is payable to the Sellers over a three year period upon Nexalogy achieving certain agreed-upon revenue milestones.

“We are excited to welcome Claude Théoret and the Nexalogy team to DatametreX. They have developed a truly exceptional Artificial Intelligence (“**AI**”) solutions and business intelligence software product that, when combined with our POS technology will provide a state-of-the art data gathering and analysis platform that will be highly attractive to any number of customers seeking competitive insight, both in the private and public sectors.”, said Andrew Ryu, CEO and Chairman of the Company.

The Company is also pleased to announce the completion of a 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**”), which had been oversubscribed. Each Unit consisted of one common share in the capital of the Company 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 Company 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 shall 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 Company compensated certain dealers and individuals who introduced subscribers to the Company (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 Company 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 Company 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 is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101, as neither the fair market value of securities being issued to insiders nor the consideration being paid by insiders exceeded 25% of the Company's market capitalization. None of the Company's directors expressed any contrary views or disagreements with respect to the foregoing. The Company 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 Company had not been confirmed at that time.

About the Company

Datametrex is a Big Data company for retail, brands, and other organizations. The Company's DataTap technology captures sales data sent from the POS to the receipt printer and scanner, and then sends it to the cloud, so it can be presented on a dashboard for key decision making. The Company is planning on integrating the DataTap environment to decentralized blockchains to further authenticate and validate the data collected. To learn more about the Company, visit: www.datametrex.com.

About Nexalogy

Nexalogy AI solutions unlock valuable insights from social media data. Through its proprietary semantic clustering algorithms, it provides insights and analysis that aren't available through traditional business intelligence technology. This technology makes data more relevant and is the missing link in providing actionable social media intelligence to governments and organizations all over the world.

To stay informed about Datametrex, please join our Investor Group on 8020 Connect <http://bit.ly/2fPUNwF> for all upcoming news releases, articles comments and questions.

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Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

This news release 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 Company 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 Company's technology and the attractiveness of the Company's technology to customers seeking competitive insight are forward-looking information. This forward-looking information reflects the current expectations or beliefs of the Company based on information currently available to the Company.

Forward-looking information is subject to a number of risks and uncertainties that may cause the actual results of the Company 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 Company. 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 Company's business, the market failing to accept the Company's products and technology, the Company faces substantial competition whereby any rapid advances in technology discovered, developed or commercialized by its competitors could cause the Company's products to become obsolete, the ability to fund any future capital needs on terms acceptable to the Company, and the Company'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 Company 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 Company 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.