FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Dye & Durham Limited (the "**Company**")
199 Bay Street, Suite 4610
Toronto, Ontario
M5L 1E9

Item 2. Date of Material Change

February 5, 2021

Item 3. News Release

Attached as Schedule "A" is a copy of the press release relating to the material change, which was disseminated February 5, 2021 through the newswire services of Cision Newswire and filed on the System for Electronic Document Analysis and Retrieval.

Item 4. Summary of Material Change

On February 5, 2021, the Company announced that it had entered into a definitive agreement to acquire GlobalX Information Pty Ltd ("**GlobalX**") for consideration of approximately C$166 million. The acquisition is expected to close in the fourth quarter of the Company's current fiscal year, subject to required regulatory approvals.

GlobalX provides its Australian business-to-business customer base, which includes conveyancers, solicitors and financial services sector professionals, with workflow software, systems and information products to facilitate and complete transfers of property, and other commercial transactions.

Effective February 15, 2021, John Robinson, previously President, Canadian Operations of the Company, was appointed as Global Chief Operating Officer of the Company. Also effective February 15, 2021, Eric Tong, previously Chief Operating Officer, was appointed as Chief Information Officer of the Company.

Item 5. Full Description of Material Change

For a full description of the material change, please see Schedule "A" attached hereto.

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

The name and business telephone number of the officer of the Company who can answer questions regarding this material change report is as follows:

Charlie MacCready, General Counsel & Corporate Secretary
Tel: (800) 268-7580

Item 9. Date of Report

February 10, 2021

SCHEDULE “A”

(see attached)

DYE & DURHAM SIGNIFICANTLY EXPANDS AUSTRALIAN FOOTPRINT WITH $166 MILLION ACQUISITION OF GLOBALX

- The acquisition is a follow-on to the recently announced SAI Global transaction, and consistent with Dye & Durham's strategy of building a larger Australian platform through M&A
- As an in-market competitor, the acquisition of GlobalX is highly complementary, and will provide significant synergy opportunities due to the crossover of businesses in Australia and the UK

Toronto, Ontario, February 5, 2021 – Dye & Durham Limited ("**Dye & Durham**" or the "**Company**") (TSX: DND), a leading provider of cloud-based software and technology solutions designed to improve efficiency and increase productivity for legal and business professionals, today announced it has entered into a definitive agreement to acquire GlobalX Information Pty Ltd ("**GlobalX**") for approximately $166 million. The transaction is expected to close in the fourth quarter of the Company's current fiscal year, subject to required regulatory approvals.

Similar to Dye & Durham's existing Australian business, GlobalX has a large B2B customer base, which includes conveyancers, solicitors and the financial services sector professionals, for which it provides necessary workflow software, systems and information products to facilitate and complete the transfer of property, and other commercial transactions.

"Consistent with our stated objective to build a larger Australian platform, we have quickly executed on a second strategic investment in the Australian market," said Matt Proud, Chief Executive Officer of Dye & Durham. "This acquisition positions Dye & Durham as one of two major players serving our industry in the Australian market. We are committed to continuing to grow our business and serve our customer base within the country."

Together with the recently announced $87 million acquisition of SAI Global's Property Division, Dye & Durham will have invested $253 million into creating a leading and financially meaningful Australian platform. The Company believes that, with these acquisitions, it will be able to achieve post-synergy returns that are consistent with the Company's target return model of acquiring platform businesses.

About GlobalX

GlobalX is one of Australia's most successful technology companies with operations across Australia and the United Kingdom. Established in 1994, the firm focuses in innovative technology solutions and support services for law firms, conveyancers, financial institutions, property planning professionals and government bodies. GlobalX offers unique cloud-based software solutions, including online property and business regulatory information, practice management software, conveyancing workflow, electronic contracts and legal support services.

About Dye & Durham

Dye & Durham Limited is a leading provider of cloud-based software and technology solutions designed to improve efficiency and increase productivity for legal and business professionals. Dye & Durham provides critical information services and workflows, which clients use to manage their process, information and regulatory requirements. The Company has operations in Canada, the United Kingdom, Ireland and Australia, and has a strong blue-chip customer base that includes law firms, financial service institutions, and government organizations. Additional information can be found at www.dyedurham.com.

Forward-looking Statements

This press release may contain forward-looking information within the meaning of applicable securities laws, which reflects the Company's current expectations regarding future events, including with respect to the Company's acquisition strategy, the impact of the acquisition, expected synergies, timing and closing of the acquisition of GlobalX. In some cases, but not necessarily in all cases, forward-looking statements can be identified by the use of forward looking terminology such as "plans", "targets", "expects" or "does not expect", "is expected", "an opportunity exists", "is positioned", "estimates", "intends", "assumes", "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", "will" or "will be taken", "occur" or "be achieved". In addition, any statements that refer to expectations, projections or other characterizations of future events or circumstances contain forward-looking statements. Forward-looking statements are not historical facts, nor guarantees or assurances of future performance but instead represent management's current beliefs, expectations, estimates and projections regarding future events and operating performance.

Forward-looking information is based on a number of assumptions and is subject to a number of risks and uncertainties, many of which are beyond the Company's control, which could cause actual results and events to differ materially from those that are disclosed in or implied by such forward-looking information. Such risks and uncertainties include, but are not limited to, the factors discussed under "Risk Factors" in the short-form base shelf prospectus (including the documents incorporate therein) of the Company dated November 18, 2020. Dye & Durham does not undertake any obligation to update such forward-looking information, whether as a result of new information, future events or otherwise, except as expressly required by applicable law.

For further information, please contact:

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