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

August 26, 2021

Item 3. News Release

Attached as Schedule "A" and Schedule "B" are copies of the press releases relating to the material change, which were disseminated on August 26, 2021 and August 30, 2021, respectively. The press releases were both disseminated 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 July 8, 2021 the Company announced the acquisition of TM Group (UK) Limited ("**TMG**") for approximately $156 million (£91.5 million) (the "**Transaction**"). On August 26, 2021 the Company announced that the United Kingdom's Competition and Markets Authority (the "**CMA**") had advised Dye & Durham (UK) Limited ("**D&D UK**"), a wholly-owned indirect subsidiary of the Company, that the CMA would issue an initial enforcement order against it in respect of the Transaction.

On August 30, 2021 the Company announced that the CMA issued its initial enforcement order (the "**Order**") in respect of the Transaction. In connection with the issuance of the Order, the CMA will be assessing whether the Transaction gives rise to a relevant merger situation for the purposes of Part 3 of the Enterprise Act 2002 (the "**Act**") and, if so, whether its statutory duty to refer the Transaction to a Phase 2 assessment set out in section 22 of the Act is triggered. The CMA has four months from July 8, 2021, the closing of the Transaction, to make such determination, unless such deadline it extended.

The Order is effective August 27, 2021 and requires that, without the prior written consent of the CMA, the Company, D&D UK and TMG must not, among other things: (i) take actions that lead to the integration of the business of TMG with the business of the Company; (ii) transfer the ownership or control of the Company's business or TMG's business; (iii) make any substantive change to the organizational structure of, or the management responsibilities within the Company's business or TMG's business; (iv) dispose of assets of the Company's business or TMG's business or create an interest therein; or (v) otherwise impair the ability of the business of the Company or the TMG business to compete independently.

Item 5. Full Description of Material Change

For a full description of the material change, please see Schedule "A" and Schedule "B" 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

September 1, 2021

SCHEDULE "A"

(see attached)

The United Kingdom's Competition and Markets Authority to Issue Initial Enforcement Order in Respect of TM Group Acquisition

Toronto, Ontario – August 26, 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, announced today that the United Kingdom's Competition and Markets Authority ("**CMA**") has advised Dye & Durham (UK) Limited ("**D&D UK**"), a wholly-owned indirect subsidiary of the Company, that the CMA will issue an initial enforcement order against it in respect of its recent acquisition of TM Group (UK) Limited ("**TMG**") (the "**Transaction**"). Specifically, the CMA will be assessing whether the Transaction gives rise to a relevant merger situation for the purposes of Part 3 of the Enterprise Act 2002 (the "**Act**") and, if so, whether its statutory duty to refer the Transaction to a Phase 2 assessment set out in section 22 of the Act is triggered. The CMA has 4 months from the July 8, 2021, closing of the Transaction, to make such determination, unless such deadline it extended.

The CMA has advised that it will be issuing an Initial Enforcement Order prohibiting certain steps from being taken by D&D (UK) and/or TMG pending such preliminary assessment.

The Company and D&D UK intend to fully cooperate with this CMA assessment.

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.

For inquiries, please contact:

Ross Marshall
LodeRock Advisors Inc.
ross.marshall@loderockadvisors.com
416.526.1563

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 CMA review of the Transaction. 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 prospectus supplement of the Company dated November 18, 2020 to 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.

SCHEDULE "B"

(see attached)

Dye & Durham Provides Update on the United Kingdom's Competition and Markets Authority's Initial Enforcement Order in Respect of TM Group Acquisition

Toronto, Ontario – August 30, 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, announced today that the United Kingdom's Competition and Markets Authority ("**CMA**") has issued its initial enforcement order (the "**Order**") against it in respect of its recent acquisition of TM Group (UK) Limited ("**TMG**") (the "**Transaction**"). In connection with the issuance of the Order, the CMA will be assessing whether the Transaction gives rise to a relevant merger situation for the purposes of Part 3 of the Enterprise Act 2002 (the "**Act**") and, if so, whether its statutory duty to refer the Transaction to a Phase 2 assessment set out in section 22 of the Act is triggered. The CMA has 4 months from the July 8, 2021, closing of the Transaction, to make such determination, unless such deadline it extended.

The Order, which applies to Dye & Durham globally, Dye & Durham (UK) Limited ("**D&D UK**") and TMG and is effective August 27, 2021, requires that, without the prior written consent of the CMA, the Company, D&D UK and TMG must not , among other things

- take actions that lead to the integration of the business of TMG with the business of the Company,
- transfer the ownership or control of the Company's business or TMG's business,
- make any substantive change to the organizational structure of, or the management responsibilities within the Company's business or TMG's business,
- dispose of assets of the Company's business or TMG's business or create an interest therein, or
- otherwise impair the ability of the business of the Company or the TMG business to compete independently.

While the Order is effective, the Company is restricted from integrating and reorganizing its current and recently acquired businesses and realizing synergies in respect of such businesses, and from undertaking certain capital and control transactions. The Company is considering the Order in the context of how it will impact its ongoing integration efforts in Canada, Australia, the UK and Ireland, its growth strategy, and analyzing the impact of the Order thereon.

The Company and D&D UK intend to fully cooperate with this CMA assessment, and to seek required derogations from the Order as quickly and possible and to the extent possible.

A copy of the Order, once posted by the CMA, will be available at
https://www.gov.uk/government/organisations/competition-and-markets-authority.

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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 prospectus supplement of the Company dated November 18, 2020 to 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.