FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Dye & Durham Limited ("**Dye & Durham**" or the "**Company**")
Suite 1100 – 25 York Street
Toronto, Ontario
M5J 2V5, Canada

Item 2. Date of Material Change

February 21, 2025

Item 3. News Release

On February 21, 2025, the Company issued and filed a news release through the facilities of Cision. A copy of the news release is available on SEDAR+ at www.sedarplus.ca and is attached as Schedule "A" hereto.

Item 4. Summary of Material Change

On February 21, 2025, the Company announced the appointment of Sid Singh as interim chief executive officer of the Company, effective immediately. Mr. Singh will remain a director of the Company and succeeded Hans T. Gieskes, who will also continue his service on the board of directors (the "**Board**"). The Company also announced that Arnaud Ajdler has been appointed as chair of the Board.

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:

Awele Obiago
Corporate Secretary and Vice President, Legal
Tel: +1 800-268-7580

Item 9. Date of Report

February 28, 2025

Cautionary Note Regarding Forward-Looking Information

This material change report may contain forward-looking information within the meaning of applicable securities laws, which reflects Dye & Durham's current expectations regarding future events. 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 Dye & Durham'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 Dye & Durham's most recent annual information form. 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 "A"

(see attached)

Dye & Durham Announces Leadership Updates

- *Appoints Sid Singh, an Experienced Technology Executive, as Interim CEO*
- *Appoints Arnaud Ajdler as Chair of the Board*

Toronto, Ontario – February 21, 2025 – Dye & Durham Limited ("Dye & Durham" or the "Company") (TSX: DND), one of the world's largest providers of cloud-based legal practice management software, today announced the appointment of Sid Singh as Interim Chief Executive Officer, effective immediately. Mr. Singh will remain a director of the Company and succeeds Hans T. Gieskes, who will also continue his service on the Board of Directors (the "Board"). Additionally, Arnaud Ajdler has been appointed Chair of the Board.

"Since joining the Board, Sid has become increasingly involved with the business and provided valuable support based on his significant go-to-market and product roadmap experience in the technology sector," said Mr. Ajdler. "Given his expertise in running software businesses as well as leading corporate turnarounds, the Board has determined that Sid is best positioned to assume the Interim CEO role while the search committee expeditiously works toward appointing a permanent CEO. On behalf of the entire Company, I thank Hans for his contributions during the initial transition period at Dye & Durham."

Mr. Singh commented: "Dye & Durham has made considerable strides over the past two months in sharpening its strategic direction. Moving forward, we are focused on strengthening our market position and enhancing stakeholder value by delivering superior outcomes for our customers and their clients, accelerating our product transformation efforts and reinforcing our disciplined approach to capital allocation. I look forward to working alongside the Board and the management team to execute on these priorities and drive sustainable organic growth, industry-leading product innovation and improved customer satisfaction."

Sid Singh Biography

Sid Singh is an accomplished executive and board director with over 25 years of leadership experience in B2B vertical market software, data & analytics, and fintech. He has a proven record of driving organic growth, executing M&A, transforming go-to-market strategies, and leading large-scale business turnarounds.

Most recently, Sid was CEO of Rectangle Health, a SaaS platform specializing in revenue cycle management and workflow automation for healthcare practices. He led a transformation of the company's go-to-market strategy, driving revenue expansion and operational improvements.

Previously, he was President of U.S. Information Solutions at Equifax (NYSE: EFX), leading a $2 billion revenue business with 3,000+ employees. At Equifax, he spearheaded a full-scale transformation by leveraging cloud technology, AI-driven analytics, and strategic partnerships to accelerate growth. He also led over $1.2 billion in M&A, expanding data capabilities and strengthening market position.

Before Equifax, Sid spent over a decade at Global Payments Inc. (NYSE: GPN), where he served as Group President of Integrated Solutions & Vertical Markets, leading a $1.2 billion SaaS and fintech business. He played a key role in scaling the company's software-led strategy, driving over $3.5 billion in M&A, and executing multiple strategic partnerships. He also held executive roles as SVP of Global Product and Regional Head of Asia Pacific. Earlier in his career, Sid held leadership positions at HSBC and Citibank.

Sid has significant board experience, including as a member of the Board of Directors of Paya Holdings, Inc. (formerly NASDAQ: PAYA), a payments processing and software company, from October 2021 to February 2023; a member of the Board of Directors of VantageScore LLC, a joint venture between Equifax, Experian and Transunion, from February 2019 to March 2023; and a member of the Board of Directors of Consumer Data Industry Association between 2019 and 2023.

About Dye & Durham Limited

Dye & Durham Limited provides premier practice management solutions empowering legal professionals every day, delivers vital data insights to support critical corporate transactions and enables the essential payments infrastructure trusted by government and financial institutions. The company has operations in Canada, the United Kingdom, Ireland, Australia, and South Africa.

Additional information can be found at www.dyedurham.com.

Forward-Looking Statements

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Contact

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