

Part II Organizational Action *(continued)*

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ See attachment

18 Can any resulting loss be recognized? ▶ See attachment

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ See attachment

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature ▶ 

Date ▶ 2018-12-14

Print your name ▶ **Claude Thibault**

Title ▶ **Chief Financial Officer**

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no.	

Alithya Group Inc. / Edgewater Technology Inc.
Form 8937
Report of Organizational Actions Affecting Basis of Securities

The information contained in this attachment to Form 8937 is intended to satisfy the requirements of public reporting under Section 6045B of the U.S. Internal Revenue Code (the "Code"). The information contained in this notice is not intended to be a complete analysis or description of all potential U.S. federal income tax consequences of the Merger. You should consult your own tax advisor to determine the particular federal, state, local, or foreign reporting or other tax consequences of the Merger.

Part II, Line 14

On November 1, 2018 (the "Effective Date"), a wholly-owned subsidiary of Alithya Group inc. ("Alithya"), 9374-8572 Delaware Inc. ("Merger Sub"), merged with and into Edgewater Technology, Inc., a Delaware corporation ("Edgewater"), with Edgewater surviving as a wholly-owned subsidiary of Alithya (the "Merger"). The Merger was effected pursuant to the Arrangement Agreement, dated as of March 15, 2018, as amended by Amendment No. 1 thereto dated as of September 10, 2018 and Amendment No. 2 thereto dated as of October 17, 2018 (as so amended, the "Arrangement Agreement"), among Alithya, Alithya Group Inc., a private Québec corporation ("Old Alithya"), Merger Sub and Edgewater. On October 19, 2018, the Edgewater Board of Directors declared a special cash dividend in the amount of U.S.\$1.15 per share of Edgewater Common Stock payable on or around November 9, 2018 to Edgewater's stockholders of record at the close of business on October 31, 2018. On the Effective Date, each of Old Alithya and Edgewater became a wholly-owned subsidiary of Alithya in accordance with the Arrangement Agreement and an arrangement approved by Superior Court of Québec (the "Arrangement") and Edgewater was renamed "Alithya USA, Inc."

Part II, Line 15

Former Edgewater Shareholders

For U.S. federal income tax purposes, the Merger and Arrangement Agreement are intended to collectively qualify as a transfer described in Section 351 of the Code. Pursuant to the terms of the Arrangement Agreement, upon the completion of the Merger, each issued and outstanding share of common stock, U.S.\$0.01 par value per share, of Edgewater ("Edgewater Common Stock") was converted into the right to receive 1.1918 fully-paid and nonassessable shares of Alithya Class A subordinate voting stock, no par value ("Alithya Subordinate Voting Shares"), rounded up to the nearest whole Alithya Subordinate Voting Share. In addition, on October 19,

2018, the Edgewater Board of Directors declared a special cash dividend in the amount of U.S.\$1.15 per share of Edgewater Common Stock payable on or around November 9, 2018 to Edgewater's stockholders of record at the close of business on October 31, 2018. For U.S. federal income tax purposes, the special dividend is intended to be treated as consideration received by former stockholders of Edgewater in exchange for Edgewater Common Stock as part of the Merger and Arrangement Agreement. If the special dividend is treated as consideration received as part of the Merger and Arrangement Agreement, then U.S. holders of Edgewater Common Stock are expected to be subject to the following U.S. federal income tax treatment in connection with such Merger and Arrangement Agreement:

The U.S. holder will recognize gain, but not loss, in an amount equal to the lesser of (1) the excess of the sum of (i) the fair market value of New Alithya Subordinate Voting Shares received, and (ii) cash received pursuant to the special dividend, over such U.S. holder's tax basis in Edgewater Common Stock surrendered, and (2) the amount of cash received pursuant to the special dividend by such holder.

The U.S. holder's aggregate tax basis of the New Alithya Subordinate Voting Shares received pursuant to the merger and arrangement is expected to be the same as the aggregate tax basis of the shares of Edgewater Common Stock surrendered in exchange therefor, decreased by the amount of cash received pursuant to the special dividend, and increased by the amount of gain recognized on the exchange.

The U.S. holder's holding period of the New Alithya Subordinate Voting Shares received pursuant to the merger and arrangement will include the holding period of the Edgewater Common Stock surrendered therefor.

Former "Old" Alithya Shareholders

On the Effective Date, each common share, no par value ("Old Alithya Common Shares"), of Old Alithya and each multiple voting common share, no par value ("Old Alithya Multiple Voting Shares" and, together with Old Alithya Common Shares, "Old Alithya Shares"), of Old Alithya then issued and outstanding were cancelled and automatically converted into the right to receive one newly issued Alithya Subordinate Voting Share and one newly issued Class B multiple voting share, no par value ("Alithya Multiple Voting Shares" and, together with Alithya Subordinate Voting Shares, "Alithya Shares"), of Alithya, respectively.

On the Effective Date, the former stockholders of Edgewater and the former shareholders of Old Alithya were issued approximately 40% and 60% of the total number Alithya Shares on a fully-diluted basis, respectively (excluding the Alithya Subordinate Voting Shares issued to investors in Old Alithya's private placement that closed on October 30, 2018). However, because Alithya Multiple Voting Shares were issued only to those former Old Alithya shareholders which

previously held Old Alithya Multiple Voting Shares, the former stockholders of Edgewater and the former shareholders of Old Alithya received on the Effective Date approximately 16% and 84% of the total voting power of the total Alithya Shares then issued, respectively (excluding the Alithya Subordinate Voting Shares issued to investors in Old Alithya's private placement that closed on October 30, 2018).

The Merger and Arrangement Agreement are also intended to qualify as a transfer described in Section 351 of the Code for shareholders of Old Alithya. Accordingly, the U.S. holder's aggregate tax basis of the Alithya Shares received pursuant to the Merger and Arrangement Agreement is expected to be the same as such holder's aggregate tax basis in the shares of Old Alithya Shares surrendered in exchange therefor.

The Alithya Subordinate Voting Shares were approved for listing on the Nasdaq Capital Market and the Toronto Stock Exchange under the symbol "ALYA". Trading in the Alithya Subordinate Voting Shares commenced on the Nasdaq Capital Market and the Toronto Stock Exchange on November 2, 2018.

Part II, Line 16

For former shareholders of Edgewater, the aggregate adjusted tax basis of the Alithya Subordinate Voting Shares received by such holder in the Merger is expected to be equivalent to the aggregate adjusted tax basis in the shares of Edgewater Common Stock converted therefore by such holder (pursuant to the exchange ratios used in the Merger (see Part II, Line 15)), decreased by the amount of cash received pursuant to the special dividend, and increased by the amount of gain recognized on the exchange.

For former shareholders of Old Alithya, the aggregate adjusted tax basis of the Alithya Shares received by such holder in the Merger is expected to be the adjusted tax basis in the shares of Old Alithya Shares converted therefore by such holder (pursuant to the exchange ratios used in the Merger (see Part II, Line 15)).

Part II, Line 17

IRC Sections 351(a), 358(a), 358(b), 1231.

Part II, Line 18

No loss is expected to be recognized on the receipt of Alithya Shares in the Merger.

Part II, Line 19

The reportable tax year is 2018 for taxpayers reporting taxable income on a calendar year basis.