

Form 51-102F3
Material Change Report

Item 1: Name and Address of the Company

Icesoft Technologies Canada Corp (“ICESoft” or the “Company”)
370, 3553 31st Street NW
Calgary, Alberta
T2L 2K7

Item 2: Date of Material Change

December 31, 2016

Item 3: News Release

The news release was issued at Calgary, Alberta on January 3, 2017 and disseminated via FSCwire and was filed on SEDAR

Item 4: Summary of Material Change

ICESoft has closed a private placement of one year senior secured promissory notes (the “Notes”) totalling \$259,696 CAD. The Notes bear interest of 12% with interest paid monthly and mature on December 31, 2017. The Notes are secured against ICESoft’s intellectual property. Proceeds from the Notes will be used to repay short term debt and for general corporate purposes.

Item 5: Full Description of Material Change

On December 31, 2016, ICESoft closed the Notes offering.

Insiders of the Company have subscribed for \$259,696 CAD of the Notes, comprising 100% of the total amount raised.

Bruce Derrick, a director of the Company, subscribed for \$159,696 CAD. Bluesky Equities Ltd., an entity controlled by Derrick Hunter, a director of the Company, subscribed for \$60,000 CAD. McKinney Limited Partnership, an entity controlled by Brian McKinney, a director of the Company, subscribed for \$40,000 CAD.

The participation of Mr. Derrick, McKinney Limited Partnership, and Bluesky Equities Ltd., (the “Insiders”) in the Notes constitutes a “related party transaction” under Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions (“MI 61-101”). The Company is relying

on exemptions from the formal valuation and minority approval requirements under MI 61-101, specifically under Section 5.5(b) and Section 5.7(a) based on the fact that the Corporation's securities are not listed or quoted and the determination that neither the fair market value of the subject matter of, nor the fair market value of the consideration for, the transaction exceeds 25% of the Corporation's market capitalization. Determining it to be in the best interests of the Company, the Board of Directors of the Company, excluding Mr. Derrick, Mr. Hunter, and Mr. McKinney, approved the participation of the Insiders in the Notes.

A total of \$54,042 from the cash proceeds of the Notes was used to pre-pay the Company's outstanding credit facility agreement and the remainder will be used for working capital to support the marketing of its new context based product, Voyent.

Item 6: Reliance on subsection 7.1(2) of National Instrument 51-102

Not Applicable.

Item 7: Omitted Information

No significant facts remain confidential and no information has been omitted in this report.

Item 8: Executive Officer

Name of Executive Officer: David L Gordon, CFO

Telephone Number: 403-465-0241

Item 9: Date of Report

January 3, 2017