

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

The name of the reporting issuer is VoicelQ Inc. (the "Issuer"). Its registered office is 240 Riviera Drive, Markham, Ontario, L3R 5M1.

Item 2 Date of Material Change

The material change occurred on September 24, 2004.

Item 3 News Release

A press release in connection with the material change was issued in Ontario on September 27, 2004, a copy of which as issued is annexed hereto as Schedule "A".

Item 4 Summary of Material Change

The material change is summarized in the press release annexed hereto as Schedule "A".

Item 5 Full Description of Material Change

A full description of the material change is provided in Item 4 herein.

Item 6 & 7 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102 and Omitted Information

The Issuer is not relying on 7.1(2) or (3) of National Instrument 51-102 for the filing of this report nor is any information being omitted in reliance thereon.

Item 8 Executive Officer

For further information with respect to this report, please contact David Outhwaite, CEO of the Issuer, at: Telephone: (905) 948-8266 ext. 250.

Item 9 Date of Report

DATED at Toronto, Ontario this 4th day of October, 2004.

VOICEIQ INC.

Per: _____ (signed)
David Outhwaite
CEO

Schedule "A"

VoiceIQ Announces \$1.2 Million Credit Facility

Toronto, Ontario – September 27, 2004 – VoiceIQ Inc. (TSX Venture: VIQ) announced today that it has secured a revolving line of credit in the principal amount of \$1.2 million from Global (GMPC) Holdings Inc. VoiceIQ intends to use any funds drawn down against the line of credit for working capital purposes.

Pursuant to the terms of the line of credit, VoiceIQ agreed to draw down a minimum of \$500,000 within 30 days of the establishment of the line. This amount has now been drawn down.

The line of credit is secured by a general security agreement against VoiceIQ's assets. Interest is payable on any funds drawn down against the line of credit at a rate of 15% per annum. In addition, VoiceIQ agreed to issue to Global 370,000 common shares upon the initial draw down of \$500,000. The common shares, which have now been issued, are subject to resale restrictions until January 25, 2005. Upon any further draw down against the line of credit, VoiceIQ has agreed to issue a number of additional common shares equal to 10% of the amount drawn down divided by the closing price of the common shares on the day immediately preceding the date of the draw down.

The establishment of the line of credit was approved by the Court of Queen's Bench of Alberta at the same time that an order was granted by the Court on August 9, 2004 providing VoiceIQ with protection from its creditors under the Companies' Creditors Arrangement Act of Canada.

One individual serves as a director of both VoiceIQ and Global.

Forward-looking Statements

This press release contains forward-looking statements that involve risks and uncertainties, which may cause actual results to differ materially from the statements made. When used in this press release, the words "anticipate," "believe," "could," "estimate," "expect," "intend," "may," "plan," "will," and "would" and similar expressions are intended to identify forward-looking statements. Such statements reflect VoiceIQ Inc.'s current views with respect to future events and are subject to such risks and uncertainties. Many factors could cause our actual results to differ materially from the statements made including those factors detailed from time to time in filings made by VoiceIQ with Canadian securities regulatory authorities. Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking statements prove incorrect, actual results may vary materially from those described herein as intended, planned, anticipated or expected. VoiceIQ does not intend and does not assume any obligation to update these forward-looking statements.

For further information:

David Outhwaite, CEO, VoiceIQ, (905) 948-8266 ext. 250 email: douthwaite@voiceiq.com