

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1 Name and Address of Company

Angoss Software Corporation
200 – 111 George Street
Toronto, Ontario
M5A 2N4

Item 2 Date of Material Change

April 16, 2013

Item 3 News Release

The press release attached as Schedule A was released over CNW Group on April 16, 2013.

Item 4 Summary of Material Change

The material change is described in the press release attached as Schedule A.

Item 5 Full Description of Material Change

The material change is described in the press release attached as Schedule A.

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

Lon Vining
Vice-President & Chief Financial Officer
Angoss Software Corporation
(416) 593-2420

Item 9 Date of Report

April 17, 2013



NOT FOR DISSEMINATION IN THE UNITED STATES OF AMERICA OR THROUGH U.S. NEWSWIRE SERVICES

Contact:

Lon Vining
Chief Financial
Officer 416-593-2420
lvining@angoss.com

Angoss Shareholders approve the Sale to Peterson Partners

Toronto, Ontario–April 16, 2013–Angoss Software Corporation (“Angoss”)(TSX-V:ANC) is pleased to announce the results of its Annual and Special Meeting (the “Meeting”) held on Tuesday, April 16, 2013 in Toronto, Ontario.

At the Meeting, both a majority and a “majority of the minority” of the shareholders and warrant holders of Angoss voted to approve the special resolution put before them with respect to the previously announced arrangement (the “Arrangement”) involving, among other things, the acquisition of all of the outstanding common shares of Angoss by a subsidiary of Peterson Partners, Inc. Of the votes cast by a “majority of the minority” of shareholders and warrant holders, 89.2% of the votes cast were in favour of the Arrangement.

Shareholders of Angoss also approved the ordinary resolutions put before them with respect to (i) the election of directors of Angoss for the ensuing year, and (ii) the appointment of PricewaterhouseCoopers LLP, Chartered Accountants as auditors of Angoss for the ensuing year and the authorization of the directors to fix their remuneration.

The Arrangement remains subject to court approval at a hearing to be held on April 19, 2013. Subject to this approval, Angoss advises that it expects the Arrangement to close on or about April 24, 2013, at which time it is expected that Angoss’ common shares will be delisted from the Exchange.

Further particulars regarding the Arrangement are disclosed in Angoss’ press releases dated January 28, 2013 and March 11, 2013, as well as in its management information circular dated March 18, 2013, all of which can be found under Angoss’ profile on the SEDAR website at www.sedar.com.

This news release shall not constitute an offer to sell or a solicitation of an offer to buy, nor shall there be any sale of, the securities described herein in any jurisdiction in which such offer, solicitation or sale would be unlawful. The securities described herein have not been and will not be registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”), or any U.S. state securities laws, and may not be offered or sold in the United States or to U.S. persons except in compliance with the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws or pursuant to an exemption therefrom.

About Angoss Software Corporation

Angoss is a global leader in delivering predictive analytics to businesses looking to improve performance across sales, marketing and risk. With a suite of desktop, client-server and big data analytics software products and cloud

solutions, Angoss delivers powerful approaches to turn information into actionable business decisions and competitive advantage. Angoss software products and solutions are user-friendly and agile, making predictive analytics accessible and easy to use. Many of the world's leading financial services, insurance, retail, health care and information communication and technology organizations use Angoss predictive analytics software products and solutions to grow revenue, increase sales productivity and improve marketing effectiveness while reducing risk and cost. Headquartered in Toronto, Canada, Angoss has offices in the United States and United Kingdom. For more information, visit www.angoss.com.

This press release includes forward-looking statements within the meaning of applicable securities laws. Forward looking statements relate to analyses and other information that are based on forecasts of future results and estimates of amounts not yet determinable. These statements may involve, but are not limited to, comments relating to preliminary results, guidance, strategies, expectations, planned operations or future actions. Forward-looking statements are identified by the use of terms and phrases such as "preliminary", "anticipate", "believe", "could", "estimate", "expect", "intend", "may", "plan", "predict", "project", "will", "would", and similar terms and phrases, including references to assumptions.

Forward-looking statements, by their nature, are based on assumptions, including those described herein and are subject to important risks and uncertainties. Forward-looking statements cannot be relied upon due to, amongst other things, changing external events and general uncertainties of the business. Actual results may differ materially from results indicated in forward-looking statements due to a number of factors, including without limitation: the risk that the sale of our products and services involves a long sales cycle; the risk that the economic environment and business conditions will remain difficult to predict; the risk of competition in our target markets; the risk that we may not respond adequately to evolving technologies; the risk that we or our customers may have difficulties in introducing our products or services; the risk that we will encounter difficulties in continuing to offer services; the risks of conducting our operations in a variety of international locations; the risks relating to the costs that we may incur as a result of litigation against us; the risk of future capital needs and uncertainty of additional financing; the risk of the need for the Company to manage its planned growth and expansion; the risk of the effects of product development and need for continued technology change; the risk of protection of proprietary rights; the effect of government regulation and compliance on the Company and the industry; network security risks; the risk of the ability of the Company to maintain properly working systems; the risk of reliance on key personnel; the risk of volatile securities markets impacting security pricing unrelated to operating performance; as well as the factors identified throughout this news release and those identified in section entitled "Risks and Uncertainties" of the Company's MD&A filed on www.sedar.com. The forward-looking statements contained in this news release represent the Company's expectations as of the date of this news release (or as of the date they are otherwise stated to be made), and are subject to change after such date. However, the Company disclaims any intention or obligation to update or revise any forward-looking statements whether as a result of new information, future events or otherwise, except as required under applicable securities regulations.

Note: Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.