

FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

Intermap Technologies Corporation (the “Corporation” or “Intermap”)
8310 S Valley Highway, Suite 400
Englewood, Colorado 80112
USA

2. Date of Material Change

April 2, 2015

3. News Release

A Press Release was disseminated on April 3, 2015 via Marketwire.

4. Summary of Material Change

The Corporation announced that it has completed a non-brokered US\$1.5 million debt financing with Vertex One Asset Management of Vancouver, BC.

5.1 Full Description of Material Change

The Corporation announced that it has completed a non-brokered US\$1.5 million debt financing (the “Debt Financing”) with Vertex One Asset Management (“Vertex”) of Vancouver, BC.

The promissory note granted under the Debt Financing will mature 12 months from the date of issuance. Simple interest is payable at maturity at an annual rate of 20.0%. In addition, warrants were issued to the holder of the debt, entitling the holder to purchase up to 9,178,266 Common Shares at a price of C\$0.09 per share (US\$0.07 per share). Under the terms of the financing, Vertex will retire an outstanding \$0.5 million note, which was issued on December 26, 2014, and became due on March 31, 2015. Additionally, with the retirement of the note, 8,333,333 conversion shares associated with the note were cancelled. The Debt Financing is subject to a prepayment right by the Company at 120% of the principal amount at any time, subject to a 30 day notice period.

The Company intends to use the net proceeds of the Debt Financing for general corporate purposes.

5.2 Disclosure for Restructuring Transactions

Not Applicable.

6. Reliance on Section 7.1(2) or (3) of National Instrument 51-102

Not Applicable.

7. **Omitted Information**

None

8. **Executive Officer**

The name of the executive officer of the Corporation who is knowledgeable about the material change and this report is:

Richard Mohr, Senior Vice President & Chief Financial Officer
Telephone: 1 (303) 708-0955

9. **Date of Report**

April 10, 2015