FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

IOU Financial Inc. ("IOU Financial")
1 Place Ville Marie, suite 1812
Montréal, Québec
H3B 4A9

Item 2 Date of Material Change

March 22, 2012

Item 3 News Release

A press release was issued on March 22, 2012 from Montréal, Québec and disseminated by CNW Telbec.

Item 4 Summary of Material Change

IOU Financial announced that it had entered into a $3 million credit facility with Accord Financial Inc.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

On March 22, 2012, IOU Financial announced that it had entered into a credit facility with Accord Financial Inc. (the "Lender" or "Accord"). The Lender has agreed to provide a one year, secured credit facility to IOU Financial for up to $3.0 million (the "Credit Facility"). The initial drawdown on the Credit Facility is subject to the execution of certain closing documents required by the Lender. The proceeds drawn on the Credit Facility will be used to support the growth of IOU Financial's loan portfolio.

With this financing in place and access to the additional funds, IOU Financial will be able to respond to the strong flow of loan applications it has been experiencing. Specifically, IOU Financial processed US$0.6 million in loan applications during Q1-2011, US$1.1 million in Q2-2011, US$5.4 million in Q3-2011 and US$10.1 million in Q4-2011, for a total of US$17.2 million in 2011, versus US$3.5 million in 2010.

IOU Financial's innovative lending platform is rapidly emerging as a viable solution to the challenges that small businesses face when trying to obtain financing. The Credit Facility will help IOU Financial offer loans to a rapidly growing number of qualified applicants across the U.S.

Under the agreement with Accord, interest on the facility will be calculated at the per annum rate of fourteen percent above a major Canadian bank's prime rate. The one-year agreement will automatically renew for one-year periods unless either party gives termination notice.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

The following senior officer of IOU Financial is knowledgeable about the material change and this report:

Philippe Marleau
President & Chief Executive Officer
(514) 789-0694 ext. 225

Item 9 Date of Report

April 2, 2012.