FORM 51-102F3
Material Change Report

ITEM 1. NAME AND ADDRESS OF ISSUER

CloudBench Applications, Inc. (the "**Issuer**")
Suite 1100 - 555 W. Hastings St.
Vancouver, British Columbia V6B 4N4

ITEM 2. DATE OF MATERIAL CHANGE

October 13, 2009

ITEM 3. NEWS RELEASE

A press release was disseminated by Marketwire on October 13, 2009.

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Issuer proposes to complete a non-brokered private placement financing (the "Financing") involving the issuance of up to 500,000 units (the "Units") at a price of $2.00 per Unit to raise gross proceeds of up to $1,000,000. Each Unit will be comprised of one (1) Series 1 7% Convertible Retractable Preferred Share (a "Series 1 Share") and 12.5 common share purchase warrants such that up to an aggregate of 500,000 Series 1 Shares and 6,250,000 common share purchase warrants may be issuable under the Financing.

Each Offered Warrant will entitle the holder to acquire one common share in the capital of the Issuer at a price of $0.24 per share for a period of five years from the date of issuance.

ITEM 5. FULL DESCRIPTION OF MATERIAL CHANGE

See attached news release.

ITEM 6. RELIANCE ON SUBSECTION 7.1(2) OR (3) OF NATIONAL INSTRUMENT 51-102

Not Applicable.

ITEM 7. OMITTED INFORMATION

There are no significant facts required to be disclosed herein which have been omitted.

ITEM 8. EXECUTIVE OFFICER

Contact: Ian Power, Chief Financial Officer
Telephone: (604) 889-4090

ITEM 9. DATE OF REPORT

October 27, 2009

CloudBench Applications, Inc.

FOR IMMEDIATE RELEASE

TSX Venture Exchange Symbol: CBH

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CloudBench Applications Announces Non-Brokered Private Placement Financing

Vancouver, BC, October 13, 2009 – CloudBench Applications, Inc. (formerly Municipal Solutions Group, Inc.) (TSX-V: CBH) ("CloudBench" or the "Company") proposes to complete a non-brokered private placement financing (the "Financing") involving the issuance of up to 500,000 units (the "Units") at a price of $2.00 per Unit to raise gross proceed of up to $1,000,000. Each Unit will be comprised of one (1) Series 1 7% Convertible Retractable Preferred Share (a "Series 1 Share") and 12.5 common share purchase warrants such that up to an aggregate of 500,000 Series 1 Shares (the "Offered Shares") and 6,250,000 common share purchase warrants (the "Offered Warrants") may be issuable under the Financing.

The Series 1 Shares are to be created prior to the completion of the Financing as a series of the Company's existing Class A Preference Shares. The special rights and restrictions attached to the Series 1 Shares will include, without limitation: (a) a 7% annual dividend; (b) a conversion right pursuant to which the holders of the Series 1 Shares shall be entitled to convert each Series 1 Share into 25 common shares in the capital of the Company, subject to adjustment, for no additional consideration; and (c) a retraction right where in specified circumstances the holders of Series 1 Shares can require the Company to redeem their Series 1 Shares.

Each Offered Warrant will entitle the holder to acquire one common share in the capital of the Company at a price of $0.24 per share for a period of five years from the date of issuance.

Completion of the Financing is subject to acceptance by TSX Venture Exchange.