

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of the Company

Clarke Inc. ("Clarke" or the "Corporation")
9th Floor
6009 Quinpool Road
Halifax, Nova Scotia
B3K 5J7

Item 2 Date of Material Change

December 16, 2016

Item 3 News Release

A news release disclosing the nature and substance of the material change was issued by Clarke on December 16, 2016 through Canada Newswire and filed on SEDAR, and is attached as Schedule "A".

Item 4 Summary of Material Change

On December 16, 2016, the Corporation announced that Kim Langille, Clarke's Vice President of Taxation and Interim Chief Financial Officer, has been appointed Chief Financial Officer.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Please see the news release attached as Schedule "A".

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

For further information please contact:

Kim Langille, Chief Financial Officer and Vice President of Taxation
Clarke Inc.

Email: klangille@clarkeinc.com

Telephone: (902) 442 0328

Fax: (902) 442 0187

Item 9 Date of Report

December 16, 2016

Schedule "A"

Clarke Inc. Announces Appointment of Chief Financial Officer

HALIFAX, Dec. 16, 2016 /CNW/ - Clarke Inc. ("Clarke" or the "Company") (TSX: CKI) is pleased to announce that Kim Langille, Clarke's Vice President of Taxation and Interim Chief Financial Officer, has been appointed Chief Financial Officer.

Ms. Langille has acted as Vice President of Taxation for Clarke since 2012 and as Interim Chief Financial Officer since March 2016. Prior to joining Clarke, Ms. Langille was Senior Manager of Taxation at Deloitte LLP.

Michael Rapps, President and Chief Executive Officer, stated: "Kim has been a member of Clarke's senior management team since December 2012 and has done an excellent job in the role of Interim CFO over the last nine months. We are excited to have filled the CFO role and look forward to Kim's contributions to Clarke going forward."

About Clarke

Halifax-based Clarke invests in a variety of private and publicly-traded businesses and participates actively where necessary to enhance the performance of such businesses and increase its return. Clarke's securities trade on the Toronto Stock Exchange (CKI). For more information about Clarke Inc., please visit our website at www.clarkeinc.com.

Note on Forward-Looking Statements and Risks

This press release may contain or refer to certain forward-looking statements relating, but not limited to, Clarke's expectations, intentions, plans and beliefs with respect to Clarke. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "does not expect", "is expected", "budget", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or equivalents or variations, including negative variations, of such words and phrases, or state that certain actions, events or results, "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved.

Forward-looking statements rely on certain underlying assumptions that, if not realized, can result in such forward-looking statements not being achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors that could cause the actual results of Clarke to be materially different from the historical results or from any future results expressed or implied by such forward-looking statements. Risks and uncertainties include, among others, the Company's investment strategy, legal and regulatory risks, general market risk, potential lack of diversification in the Company's investments and interest rates and foreign currency fluctuations. Although Clarke has attempted to identify important factors that could cause actual actions, events or results or cause actions, events or results not to be estimated or intended, there can be no assurance that forward-looking statements will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements. Other than as required by applicable Canadian securities laws, Clarke does not update or revise any such forward-looking statements to reflect events or circumstances after the date of this document or to reflect the occurrence of unanticipated events. Accordingly, readers should not place undue reliance on forward-looking statements.

For further information: Michael Rapps, President and CEO, at (416) 855-1925

CO: Clarke Inc.

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