FORM 51-102F3
MATERIAL CHANGE REPORT

ITEM 1 —— Name and Address of Company

MedcomSoft Inc.
1200 Eglinton Avenue East
Suite 900
Toronto, Ontario M3C 1H9

ITEM 2 —— Date of Material Change

February 10, 2005

ITEM 3 —— News Release

Press release was disseminated on February 10, 2005 through Canada Newswire.

ITEM 4 —— Summary of Material Change

MedcomSoft Inc. announced that it has completed a rights offering consisting of the issue of 5,622,877 units for gross proceeds of approximately $2.8 million.

ITEM 5 —— Full Description of Material Change

See press release dated February 10, 2005 attached hereto as Schedule “A”.

ITEM 6 —— Reliance on Section 7.1(2) or (3) of National Instrument 51-102 of the Act

N/A

ITEM 7 —— Omitted Information

N/A

ITEM 8 —— Executive Officer

Nick Clemenzi
Vice President, Finance
Telephone #: 416.443.8788
Fax #: 416.443.9693

ITEM 9 —— Date of Report

February 10, 2005

“Nick Clemenzi”

Nick Clemenzi
Vice President, Finance

SCHEDULE "A"

MedcomSoft

NEWS RELEASE

MEDCOMSOFT ANNOUNCES CLOSING OF RIGHTS OFFERING

Toronto – February 10, 2005 – MedcomSoft Inc. (TSX – MSF) today announced that it has closed its previously announced Rights Offering, and that an aggregate of 5,622,877 Units have been issued under such financing at $0.50 per Unit. As a result, the Company raised gross proceeds of approximately $2.8 million.

Each Unit consists of one common share and one quarter common share purchase warrant. A full common share purchase warrant entitles the holder to purchase one common share of MedcomSoft at an exercise price of $0.65 and is exercisable for a 24-month period from the date hereof.

Update on Private Placement

The Company also announced that it has been informed by Loewen, Ondaatje, McCutcheon Limited, the exclusive placement agent of its previously announced brokered private placement, that the private placement of 6 million Units for gross proceeds of $3 million will close on February 11, 2005.

As previously disclosed, Dr. Sami Aita, Chairman and Chief Executive Officer of the Company, had, subject to the provisions of securities regulations, committed to participate in the Rights Offering in the amount equal to his full pro rata share, namely $500,000. In addition, Dr. Aita had committed to subscribe for an additional $300,000, subject to the rights of other shareholders to subscribe for additional Units and certain restrictions under applicable securities regulations. Dr. Aita had recently provided $800,000 of funds to the Company to assist with its working capital needs. To the extent that Dr. Aita purchased Units under the Rights Offering or otherwise, he had agreed that the Company could apply such funds towards the purchase price of such Units. In accordance with the provisions of securities regulations, the maximum number of Units that Dr. Aita was entitled to subscribe for was $353,644 of Units under the Rights Offering, and accordingly the Company has agreed to issue 892,712 Units to him under a private placement in order to utilize the remaining sum of $446,356 from the funds advanced to the Company by Dr. Aita. This private placement will also close on February 11, 2005.

Accordingly, the Company expects to issue 6,892,712 Units tomorrow for gross proceeds of $3,446,356.

MedcomSoft Inc. designs, develops and markets cutting-edge software solutions to the healthcare industry. MedcomSoft has pioneered the use of codified point of care medical terminologies and intelligent pen-based data capture systems to create a new generation of electronic medical records (EMR). As a result of MedcomSoft innovations, physicians and managed care organizations can now securely build and exchange complete, structured and homogeneous electronic patient records. MedcomSoft applications are written with the latest Microsoft tools to run on the Windows platform (Windows 2000 & XP), operate with MS SQL Server 2000™, support MS Terminal Server and fully integrate with MS Office 2003, Exchange and Outlook®. MedcomSoft applications are fully compatible with Tablet PCs and wireless technology.

Contact Information:

MedcomSoft Inc.
1200 Eglinton Avenue East, Suite 900
Toronto, Ontario M3C 1H9
Phone: (416) 443-8788
Fax: (416) 443-9693
http://www.medcomsoft.com
E-mail: ir@medcomsoft.com

This news release contains forward-looking statements regarding MedcomSoft's expectations and beliefs with respect to future events and/or financial performance. These forward-looking statements involve known and unknown risks, uncertainties and other factors, which may cause the actual events or results to differ materially from those expressed or implied in such forward-looking statements. The reader is referred to the documents that the Company files from time to time with applicable Canadian securities regulatory authorities for a discussion on certain risks and uncertainties that could cause actual results to differ from those projected, anticipated or implied. MedcomSoft does not undertake to update forward-looking statements.