

**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

January 29, 2008

ITEM 3 — News Release

Press release was disseminated on January 29, 2008 through Canada Newswire.

ITEM 4 — Summary of Material Change

MedcomSoft Inc. announced that it has closed a non-brokered private placement equity financing consisting of the issue of 4,000,000 common shares at \$0.125 per share for gross proceeds of \$500,000.

ITEM 5 — Full Description of Material Change

See press release dated January 29, 2008 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 and Chief Financial Officer
Telephone Number: 416.443.8788
Fax Number: 416.443.9693

ITEM 9 — Date of Report

February 7, 2008

SCHEDULE "A"



NEWS RELEASE

MedcomSoft Announces Closing of Non-Brokered Private Placement

NOT FOR DISTRIBUTION TO UNITED STATES NEWSWIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES

Toronto – January 29, 2008 – MedcomSoft Inc. (TSX — MSF) today announced that it has closed a non-brokered private placement pursuant to which MedcomSoft issued 4,000,000 common shares at \$0.125 per share for gross proceeds of \$500,000. The net proceeds of the non-brokered private placement will be used for working capital purposes.

The news release is not for distribution to United States newswire services or for dissemination in the United States. The securities offered have not been registered under the United States Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

About MedcomSoft Inc.:

Founded in 1994, MedcomSoft Inc. develops cutting edge software solutions for the healthcare industry. MedcomSoft has pioneered the use of numerically codified point-of-care clinical terminologies to create a new generation of highly interoperable EHRs, which significantly enhance disease surveillance and accelerate clinical research. MedcomSoft award winning software applications includes Electronic Health Records, physician order entry systems with e-prescribing, document management, practice management and clinical data search, data mining and disease surveillance systems. MedcomSoft is the recipient of the "Best of KLAS" award in 2007 year-end report in the Ambulatory EMR 1-5 Physicians category. In addition a MedcomSoft practice was recently awarded the prestigious 2007 HIMSS Davies Award.

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. Such factors and risks include, but are not limited to, market conditions, competition including price and product functionality; economic environment; and the ability to develop and deliver new products in a timely manner. The reader is referred to the documents that the Company files from time to time with applicable Canadian securities and 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.

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www.medcomsoft.com.