

Material Change Report

Reporting Issuer

01 Communique Laboratory Inc.
1450 Meyerside Drive
Suite 500
Mississauga, ON L5T 2N5

ITEM 2. Date of Material Change

August 16, 2012.

ITEM 3. Press Releases

Press release in the form of Schedule A attached hereto was disseminated on August 16, 2012 via CNW Group news service.

ITEM 4. Summary of Material Change

01 Communique Laboratory Inc. (the "Company") has announced that it has entered into an agreement with a syndicate of underwriters led by Clarus Securities Inc. and including NCP Northland Capital Partners Inc., Paradigm Capital Inc. and MGI Securities Inc. (collectively, the "Underwriters"), pursuant to which the Underwriters have agreed to purchase, on a bought deal basis pursuant to the filing of a short form prospectus, 3.0 million common shares (the "Common Shares") of the Company, at a price of C\$1.00 per Common Share (the "Offering Price") for aggregate gross proceeds to the Company of C\$3,000,000 (the "Offering").

The Company has agreed to grant the Underwriters an over-allotment option to purchase up to an additional 450,000 Common Shares at the Offering Price, exercisable in whole or in part, at any time on or prior to the date that is 30 days following the closing of the Offering. If this option is exercised in full, an additional C\$450,000 will be raised pursuant to the Offering and the aggregate gross proceeds of the Offering will be C\$3,450,000.

The Common Shares will be offered by way of a short form prospectus to be filed in the provinces of Ontario, British Columbia and Alberta. The Company intends to use the net proceeds from the offering for research & development, protection of its intellectual property, sales & marketing, working capital and general corporate purposes. The Offering is expected to close on or about September 5, 2012 and is subject to certain conditions including, but not limited to, the receipt of all necessary regulatory and stock exchange approvals, including the approval of the Toronto Stock Exchange and the applicable securities regulatory authorities.

The securities being offered have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, and may not be offered or sold in the United States or to, or for the account or benefit of, U.S. persons absent registration or an applicable exemption from the registration requirements. This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

ITEM 5. Full Description of Material Change

See Schedule A attached.

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 officer of the Company may be contacted for further information:

Brian Stringer

Chief Financial Officer

Phone: (416) 795-2888 x204

Email: brian.stringer@01com.com

ITEM 9. Date of Report

This report is dated this 20th day of August, 2012.



INVESTOR CONTACT:

Brian Stringer
Chief Financial Officer
01 Communique Laboratory Inc.
(905) 795-2888 x 204
brian.stringer@01com.com

01 COMMUNIQUE ANNOUNCES C\$3.0 MILLION BOUGHT DEAL FINANCING

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

TORONTO August 16, 2012 – 01 Communique Laboratory Inc. (TSX: ONE) (the “Company”) announced today that it has entered into an agreement with a syndicate of underwriters led by Clarus Securities Inc. and including NCP Northland Capital Partners Inc., Paradigm Capital Inc. and MGI Securities Inc. (collectively, the “Underwriters”), pursuant to which the Underwriters have agreed to purchase, on a bought deal basis pursuant to the filing of a short form prospectus, 3.0 million common shares (the “Common Shares”) of the Company, at a price of C\$1.00 per Common Share (the “Offering Price”) for aggregate gross proceeds to the Company of C\$3,000,000 (the “Offering”).

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About 01 Communique

Established in 1992, 01 Communique Laboratory Inc. (TSX: ONE) offers a suite of remote access services designed for small-medium sized business, mobile professionals and IT service providers. 01's software as a service offerings are deployed on-demand and include functionality enabling on-line meetings, remote computing and IT support. 01's suite of products includes its remote access offering I'm InTouch (www.imintouch.com), its online meeting offering (www.imintouchmeeting.com) and its remote support offering I'm OnCall (www.imoncall.com) products are protected in the U.S.A. by its patents #6928479 / #6938076 / #8234701 and in Canada by its patent #2309398. For more information, visit www.01com.com or call (905) 795- 888 or (800) 668-2185 (North America only).

Cautionary Note Regarding Forward-looking Statements.

Certain statements in this news release may constitute "forward-looking" statements which involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the company, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. When used in this news release, such statements use such words as "may", "will", "expect", "believe", "plan", "intend", "are confident" and other similar terminology. These statements reflect current expectations regarding future events and operating performance and speak only as of the date of this news release. Forward-looking statements involve significant risks and uncertainties, should not be read as guarantees of future performance or results, and will not necessarily be accurate indications of whether or not such results will be achieved. A number of factors could cause actual results to differ materially from the results discussed in the forward-looking statements, including, but not limited to, the factors discussed under "Risk Factors" in the company's Annual Information Form filed on SEDAR. Although the forward-looking statements contained in this news release are based upon what management of the Company believes are reasonable assumptions, the company cannot assure investors that actual results will be consistent with these forward looking statements. These forward-looking statements are made as of the date of this news release, and the company assumes no obligation to update or revise them to reflect new events or circumstances.