# FORM 51-102F3
# MATERIAL CHANGE REPORT

## ITEM 1 Name and Address of Company

Empirical Inc., formerly True North Corporation (the "**Company**")
5610 Timberlea Boulevard
Mississauga, ON L4W 4M6

## ITEM 2 Date of Material Change

The material change occurred on December 27, 2007.

## ITEM 3 News Release

A news release was disseminated on December 27, 2007 through Marketwire LP, attached hereto as Schedule "A".

## ITEM 4 Summary of Material Change

On December 27, 2007, the Company closed a private placement financing with Quorum Investment Pool Limited Partnership ("Quorum") that raised gross proceeds of $750,000. The financing was structured as a $250,000 secured debenture that bears interest at 10% per annum, calculated monthly and payable quarterly in arrears (the "Term Debenture") and a $500,000 secured convertible debenture that bears interest at 8% per annum, calculated monthly and payable quarterly in arrears (the "Convertible Debenture"). In addition, the Company assigned to Quorum its rights to the proceeds arising from the Canadian Federal Government's scientific research and experimental development tax claims made by the Company (the "SR&ED Proceeds") until such time as the Term Debenture is paid in full. The Term Debenture matures on the earlier of March 27, 2009 and the date upon which the debenture is paid in full as a result of the assignment by the Company of its SR&ED Proceeds. The Convertible Debenture matures on December 27, 2012 with a conversion price of $0.10 per common share convertible at the election of Quorum. The Company also "rolled-over" three secured debentures previously issued by Quorum totalling $607,693 into the Convertible Debenture increasing its principal amount in the aggregate to $1,107,693.

Effective December 24, 2007 Wanda Dorosz the CEO of the Quorum Group of Companies stepped down as a director of the board of directors of the Company. In her place, Ian McKinnon became an independent director of the Company.

## ITEM 5 Full Description of Material Change

See the news release dated December 27, 2007, attached hereto as Schedule "A".

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

Not applicable.

## ITEM 7 Omitted Information

Not applicable.

**ITEM 8** **Executive Officer**

Alan McMillan
Chief Executive Officer
Telephone: 905.795.5152

**ITEM 9** **Date of Report**

January 4, 2008

**SCHEDULE “A”**
**NEWS RELEASE**

## EMPIRICAL ANNOUNCES THE CLOSING OF A $750,000 FINANCING

MISSISSAUGA, ONTARIO - (December 27, 2007) – Empirical Inc., The Return On Ideas Company$^{TM}$ (TSX.V: EM) (the “Company” or “Empirical”) is pleased to announce the closing of a $750,000 non-brokered private placement comprising of a secured debenture in the principal amount of $250,000 (the “Term Debenture”) and a secured convertible debenture in the principal amount of $500,000 ( the “Convertible Debenture”). The Company intends to use the proceeds raised from this transaction for a number of purposes, including funding its future working capital requirements.

As part of this financing, Empirical has also assigned to, the placee, Quorum Investment Pool Limited Partnership (“Quorum”), its rights to proceeds arising from the Canadian Federal Government’s scientific research and experimental development tax claims made by the Company (the “SR&ED Proceeds”) until such time as the principal amount on the Term Debenture paid off in full.

The Term Debenture bears interest at 10% per annum, calculated monthly and payable quarterly in arrears. It matures on the earlier of March 27, 2009 and the date upon which the Term Debenture is paid in full as a result of the assignment by the Company to Quorum of its SR&ED Proceeds.

The Convertible Debenture bears interest at a rate of 8% per annum and matures on December 27, 2012 with a conversion price of $0.10 per common share convertible at the election of Quorum.

Quorum and the Company have agreed to “roll-over” previously issued secured debentures issued on September 26, 2007 for $207,693, on October 12, 2007 for $100,000 and on October 30, 2007 for $300,000 totalling $607,693 into the Convertible Debenture such that its principal amount is for an aggregate of $1,107,693.

Up to 11,076,930 common shares are reserved for issuance as the maximum number of common shares issuable upon conversion of the Convertible Debenture. Any securities issued upon conversion of the Debenture will be subject to a hold period expiring on April 28, 2008.

Empirical is pleased to announce that Ian McKinnon, the former Chief Executive Officer of Promis Systems Corporation and Certicom Corp. became an independent director of the Company, effective December 24, 2007. Wanda Dorosz, the Chief Executive Officer of the Quorum Group of Companies has stepped down as a director of the board of directors effective December 24, 2007 to make room for this exciting new addition to the Company’s board of directors and will continue to support the Company through the Quorum Group and its funds. In addition Mrs. Dorosz would like to welcome Mr. McKinnon as a member of the board of directors, "Ian's experience and past multiple successes will be a great addition to the Empirical board". Mrs. Dorosz stated she would welcome the opportunity to rejoin the board of directors at the Company’s next annual general meeting of shareholders.

Mr. McKinnon was President and Chief Executive Officer of TSX-listed Certicom Corp from 2002 to 2007. Prior to that he was CEO for a number of public and private software companies, including TSX-listed Promis Systems Corporation from 1995 to 2000. Between 1981 and 1994 he was with Digital Equipment Corporation in various sales and senior management positions in both Canada and Singapore. In 1998 he was a recipient of the Ernest and Young ‘Entrepreneur of the Year Award’ in recognition of his success at Promis Systems Corporation, and in 2006 won the ‘Leadership Award for Advanced Technology’ from the Canadian Advanced Technology Alliance for his work at Certicom. Mr. McKinnon is a member of the board of directors of the following organizations: TSX-listed Constellation Software and Acetech Ontario, a nonprofit organization that provides continuing education for Chief Executive Officers of high technology companies. He is a graduate of McMaster University and attended the INSEAD Business School for executive education.

Empirical is a technology enabled marketing solutions company serving Fortune 2000 companies throughout North America. The Company combines traditional below the line marketing solutions with its proprietary data capture, analysis and marketing engine to deliver multi-channel promotional and marketing programs and sales optimization solutions.

**For further information please contact:**

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CEO
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