MATERIAL CHANGE REPORT

1. Name and Address of Company:

Call Genie Inc.
325 Milner Avenue
Suite 1001
Toronto, Ontario
M1B 5S8

(hereinafter "**Call Genie**" or the "**Corporation**")

2. Date of Material Change:

February 25, 2009.

3. News Releases:

A news release setting out information respecting the material change described herein was issued, at Toronto, Ontario, on February 25, 2009 and disseminated by CCN Matthews - Marketwire.

4. Summary of Material Changes:

The Board of Directors of Call Genie (the "**Board**") has approved the issuance of options to various employees of the Corporation (and certain of its affiliates) and to the directors of the Corporation, pursuant to the Corporation's shareholder approved stock option plan (the "**Plan**"). These new options entitle holders to purchase up to an aggregate of 9,962,500 common shares of the Corporation. The 9,132,500 options issued to employees (including members of senior management of the Corporation) have an exercise price of $0.075. The 830,000 options granted to the five non-management directors of the Corporation have an exercise price of $0.15. All of the options are scheduled to vest over a two-year period.

5. Full Description of Material Changes:

The Board has approved the issuance of options to various employees of the Corporation (and certain of its affiliates) and to the directors of the Corporation, pursuant to the Plan. The options entitle holders to purchase up to an aggregate of 9,962,500 common shares of the Corporation. The 9,132,500 options issued to employees (including members of senior management of the Corporation) have an exercise price of $0.075. The 830,000 options granted to the five non-management directors of the Corporation have an exercise price of $0.15. All of the options are scheduled to vest over a two-year period. The $0.075 exercise price of the options granted to employees represents the weighted average trading price of the Corporation's common shares (as reported by the Toronto Stock Exchange) for the 10 trading days ended February 24, 2009. After giving effect to the issuance of the foregoing options, the total number of shares available under the Plan for future options is 1,146,715.

In late November 2008, a total of 8,707,666 options to purchase common shares of the Corporation were canceled in connection with the implementation of a voluntary stock option surrender program. Of those canceled options, 6,230,000 were surrendered by directors and senior officers of the Corporation. Participation in the option cancellation program was voluntary and no agreements or commitments were made to holders of options with respect to the receipt of new options. The options canceled in connection with the surrender program had a weighted average exercise price of $0.77.

6. Reliance on subsection 7.1(2) or (3) of NI 51-102:

N/A

7. Omitted Information:

N/A

8. Executive Officer:

For further information concerning the material change described herein, please contact:

Mr. Michael Durance
President and Chief Executive Officer
Ph: (416) 619-3900
Fax: (416) 619-3908

9. Additional Information

N/A

DATED: March 6, 2009.