

**FORM 51-102F3
MATERIAL CHANGE REPORT**

ITEM 1. Reporting Issuer

Sprylogics International Corp.
55 Administration Road
Suite 12
Concord, Ontario L4K 4G9

ITEM 2. Date of Material Change

May 30, 2011.

ITEM 3. Press Release

Press release in the form of Schedule A attached hereto was disseminated on May 30, 2011 via Marketwire news service.

ITEM 4. Summary of Material Change

Sprylogics International Corp. ("Sprylogics" or the "Company") has announced that following the completion of its previously announced non-brokered private placement of approximately \$2.6 million the Company has made a full repayment of its outstanding debenture and interest. The debenture, in default since October 2010, was repaid in full with interest.

As consideration for the extension of the maturity date of the debenture, by the lender, the Company has issued the lender 1.2 million shares.

Going forward, the Company is focused on monetizing the Cluuz technology in a number of channels including its current account base of Fortune 500 and Fortune 100 clients. The unmistakable growth in search analytics has attracted significant interest to the Cluuz technology which can perform customized analytics for both consumer and corporate markets alike.

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

No significant facts have been omitted from this report.

ITEM 8. Executive Officer

Michael Frank, Chief Executive Officer
Sprylogics International Corp.
(416) 677-9277 or Michael@sprylogics.com

ITEM 9. Date of Report

DATED at Toronto, Ontario this 30th day of May, 2011.

Schedule A

FOR IMMEDIATE RELEASE
May 30, 2011

TSX Venture Exchange
Symbol: SPY

Sprylogics International Announces the Repayment of Debenture and Strategic Outlook

Sprylogics International Corp. ("Sprylogics" or the "Company") is pleased to announce that following the completion of its previously announced non-brokered private placement of approximately \$2.6 million the Company has made a full repayment of its outstanding debenture and interest. The debenture, in default since October 2010, was repaid in full with interest.

As consideration for the extension of the maturity date of the debenture, by the lender, the Company has issued the lender 1.2 million shares.

Going forward, the Company is focused on monetizing the Cluuz technology in a number of channels including its current account base of Fortune 500 and Fortune 100 clients. The unmistakable growth in search analytics has attracted significant interest to the Cluuz technology which can perform customized analytics for both consumer and corporate markets alike.

There are 3 core technologies driving Sprylogics' revenue now and into the future:

- 1) Cluuz Search Engine platform: Enables both consumers and corporate users to methodically search the Internet and internal corporate resources to find the information they are looking for. Cluuz search results are visually displayed through patent pending semantic graphs and result in improved decision making capabilities. See www.cluuz.com.
- 2) Cluuz Data platform: By processing publicly available data through its Cluuz semantic and natural language and relationship engine, the Company is creating vertical specific enriched data sets that can be utilized for the purposes of improving search engine relevance as well as better content targeting. The data will be made available to independent developers through metered APIs as well as to large organizations on licensing basis.
- 3) TrakEnterprise and TrakWeb: Devesys Technologies Inc., the Company's wholly-owned subsidiary, has been developing case management, tracking and reporting systems for Fortune 500 companies since 1995. TrakEnterprise and TrakWeb are widely regarded as the standards of excellence for the industry. See www.devesys.com.

About Sprylogics International Corp.

Sprylogics International develops advanced search, analysis, and compliance technology. These solutions provide case management tools to the Fortune 500. Additionally, Sprylogics' products search large amounts of unstructured data on the web, and in internal corporate databases, and convert it into more relevant searches for a variety of applications. The core technology driving Sprylogics' solutions is embedded in the Cluuz Search Engine platform. Cluuz search results are visually displayed through patent pending semantic cluster graphs and result in improved decision-making capabilities. Find out more at www.sprylogics.com, and www.cluuz.com.

For further information:

Sprylogics International Corp.
Michael Frank, CEO, (416) 677-9277
Michael@sprylogics.com

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

Cautionary and Forward-Looking Statements

Statements contained in this news release which are not historical facts are forward-looking statements that involve risk, uncertainties and other factors that could cause actual results to differ materially from those expressed or implied by such forward-looking statements. All statements regarding the Company's ability to monetize the Cluuz technology and other proprietary technologies owned by the Company are forward-looking statements and involve various risks and uncertainties. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. All forward-looking statements included in this news release are based on information available to the Company on the date hereof. The Company assumes no obligation to update any forward-looking statements, except as required by applicable securities laws.