

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

ITEM 1 — Name and Address of Company

TrueContext Mobile Solutions Corporation (the “**Corporation**”)
535 Legget Drive, Suite 800
Ottawa, Ontario
K2K 3B8

ITEM 2 — Date of Material Change

August 11, 2009

ITEM 3 — News Release

Press releases were disseminated on August 12, 2009 and August 18, 2009 through CCN Matthews.

ITEM 4 — Summary of Material Change

The Corporation announced the completion and final approval by the TSX Venture Exchange of its previously announced qualifying transaction with TrueContext Corporation. In connection with the transaction, the Corporation changed its name from Carlaw Capital II Corp. to TrueContext Mobile Solutions Corporation. The board of directors of the Corporation now consists of Amar Bhalla, Peter Charbonneau, Terence Matthews, Jon Shantz and Ravi Sood. Alvaro Pombo has replaced Amar Bhalla as Chief Executive Officer and David Greenwood has replaced Robert Campbell as Chief Financial Officer. The shares of the Corporation commenced trading on the TSX Venture Exchange under the symbol “TMN” on or about August 20, 2009.

ITEM 5 — Full Description of Material Change

See press releases dated August 12, 2009 and August 18, 2009 attached hereto as Schedule “A”.

ITEM 6 — Reliance on Subsection 7.1(2) of National Instrument 51-102

N/A

ITEM 7 — Omitted Information

N/A

ITEM 8 — Executive Officer

Alvaro Pombo, Chief Executive Officer
Telephone: 613.599.8288 ext. 1111

ITEM 9 — Date of Report

August 20, 2009

SCHEDULE "A"

FOR IMMEDIATE RELEASE

TSX Venture Exchange Symbol: CAW.P

CARLAW CAPITAL II CORP. ANNOUNCES COMPLETION OF QUALIFYING TRANSACTION WITH TRUECONTEXT CORPORATION

August 12, 2009 - Toronto, Ontario – Carlaw Capital II Corp. ("**Carlaw**" or the "**Corporation**") is pleased to announce today that, subject to final approval of the TSX Venture Exchange (the "**Exchange**"), it has completed its previously announced acquisition of all of the issued securities of TrueContext Corporation ("**TrueContext**") by way of an amalgamation (the "**Amalgamation**") of TrueContext with 7180811 Canada Inc., a wholly-owned subsidiary of Carlaw. The Amalgamation constitutes Carlaw's qualifying transaction (the "**Qualifying Transaction**") pursuant to the policies of the Exchange.

Pursuant to the Amalgamation, Carlaw issued one common share in the capital of Carlaw (the "**Carlaw Common Shares**") for each outstanding common share in the capital of TrueContext (the "**TrueContext Common Shares**"). In addition, warrants to purchase up to an aggregate of 4,504,703 TrueContext Common Shares outstanding immediately prior to the Amalgamation are now exercisable to purchase an equivalent number of Carlaw Common Shares in lieu thereof on economically equivalent terms and conditions, and options to purchase up to an aggregate of 2,324,984 Carlaw Common Shares were granted to certain directors, officers, employees and consultants at an exercise price of \$0.15 per share, which shall expire on August 11, 2014.

As a result of the completion of the Qualifying Transaction, an aggregate of 32,539,683 Carlaw Common Shares are issued and outstanding, of which 26,939,683 Carlaw Common Shares were issued to holders of TrueContext Common Shares. Assuming that all of the outstanding options and warrants are exercised, 40,045,770 Carlaw Common Shares will be issued and outstanding on a fully diluted basis.

Pursuant to the terms of an escrow agreement dated August 11, 2009 among Carlaw, Equity Transfer & Trust Company and certain escrow securityholders, an aggregate of 23,349,393 Carlaw Common Shares have been placed in escrow, whereby 10% of such shares will be released immediately upon the issuance of the Exchange bulletin evidencing final acceptance of the Qualifying Transaction and the balance of such shares will be released in equal tranches of 15% every six months thereafter.

On August 11, 2009, Carlaw also filed articles of amendment changing its name to "TrueContext Mobile Solutions Corporation".

The board of directors of Carlaw now consists of Amar Bhalla, Peter Charbonneau, Terence Matthews, Jon Shantz and Ravi Sood. Alvaro Pombo has replaced Amar Bhalla as Chief Executive Officer and David Greenwood has replaced Robert Campbell as Chief Financial Officer.

A filing statement dated July 23, 2009 prepared in accordance with the requirements of the Exchange in connection with the Qualifying Transaction has been filed with the Exchange and applicable Canadian securities regulators on SEDAR and is available at www.sedar.com.

Carlaw anticipates that its common shares will commence trading on the Exchange under its

new name and trading symbol “TMN” shortly following receipt of final approval from the Exchange.

Amar Bhalla, former Chairman and Chief Executive Officer of Carlaw, said, “We are extremely excited to partner with the world-class TrueContext team operating in the fastest growing space in the information technology sector. We believe this presents an excellent opportunity for our shareholders.”

ABOUT TRUECONTEXT CORPORATION

Established in 2001, TrueContext is a pioneer in the creation and utilization of easy to use mobile data collection applications. Their flagship product, Pronto Forms (www.prontoforms.com) simplifies field data capture and extends the most powerful business applications to nearly any mobile device. This award-winning, patent-pending technology allows non-technical customers to securely build, manage and deploy a wide variety of forms for mobile workforce management. For questions or additional information, please contact TrueContext at sales@truecontext.com or at +1.877.333.9779.

The TSXV has in no way passed upon the merits of the Qualifying Transaction and has neither approved nor disapproved the contents of this press release. Neither the TSXV nor its Regulation Services Provider (as that term is defined in the policies of the TSXV) accepts responsibility for the adequacy or accuracy of this release.

Certain information in this press release may constitute forward-looking information. This information is based on current expectations that are subject to significant risks and uncertainties that are difficult to predict. Actual results might differ materially from results suggested in any forward-looking statements. The Corporation assumes no obligation to update the forward-looking statements, or to update the reasons why actual results could differ from those reflected in the forward looking-statements unless and until required by securities laws applicable to the Corporation. Additional information identifying risks and uncertainties is contained in the Corporation's filings with the Canadian securities regulators, which filings are available at www.sedar.com.

For more information, please contact:

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TrueContext Corporation
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FOR IMMEDIATE RELEASE

TSX Venture Exchange Symbol: CAW.P

**TRUECONTEXT MOBILE SOLUTIONS CORPORATION (FORMERLY CARLAW CAPITAL II CORP.) ANNOUNCES FINAL APPROVAL OF QUALIFYING TRANSACTION;
SHARES TO COMMENCE TRADING**

August 18, 2009 - Ottawa, Ontario – TrueContext Mobile Solutions Corporation, formerly Carlaw Capital II Corp. (the “**Corporation**” or “**TrueContext**”), is pleased to announce that it has received final approval from the TSX Venture Exchange (the “**Exchange**”) with respect to its previously announced qualifying transaction (the “**Qualifying Transaction**”). The Exchange final bulletin relating to the completion of the Qualifying Transaction will be issued on August 19, 2009.

The Corporation is no longer considered a Capital Pool Company and will resume trading on the Exchange on Thursday, August 20, 2009 under its new name and trading symbol “**TMN**”.

ABOUT TRUECONTEXT MOBILE SOLUTIONS CORPORATION

Established in 2001, TrueContext is a pioneer in the creation and utilization of easy to use mobile data collection applications. Their flagship product, Pronto Forms (www.prontoforms.com) simplifies field data capture and extends the most powerful business applications to nearly any mobile device. This award-winning, patent-pending technology allows non-technical customers to securely build, manage and deploy a wide variety of forms for mobile workforce management. For questions or additional information, please contact TrueContext at sales@truecontext.com or at +1.877.333.9779.

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For more information, please contact:

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