FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

State the full name of your company and the address of its principal office in Canada.

Courtland Capital Corp. ("Courtland" or the "Company")
100 East Cook Avenue, Suite 101
Libertyville, IL USA 60048

2. Date of Material Change

November 18, 2008

3. News Release

A press release was disseminated through CNW Group on November 12, 2008.

4. Summary of Material Change

Courtland announces the closing date of qualifying transaction scheduled for December 19, 2008, a Short Form Offering Document financing and the filing on SEDAR of the Filing Statement

5. Full Description of Material Change

Filing Statement

Courtland is also pleased to announce the filing on SEDAR of a filing statement dated August 29, 2008 (the "Filing Statement") pursuant to the policies of the TSX Venture Exchange Inc. (the "Exchange"). The Filing Statement sets out the specifics of the transaction that the Company proposes to have constitute its arm's length "Qualifying Transaction" pursuant to Exchange Policy 2.4. The information contained in this news release modifies and amends certain disclosure contained in the Filing Statement. The closing date of the arm's length Qualifying Transaction is scheduled for December 19, 2008.

Share Exchange Agreement

Courtland is also announcing that it has entered into a share exchange agreement dated August 29, 2008, as amended September 30, 2008, between Courtland, ForceLogix, Inc. ("ForceLogix") and each securityholder of ForceLogix (the "Share Exchange Agreement") pursuant to which the parties agreed that Courtland would acquire all of the issued and outstanding shares of ForceLogix in exchange for the issuance by Courtland of 34,999,942 special warrants (the "Special Warrants") at the deemed price of $0.16 per Special Warrant to the securityholders of ForceLogix. Subject to certain constraints, the Share Exchange Agreement provides that each Special Warrant will convert into a common share in the capital of Courtland (the "Common Shares") on a one-for-one basis four months and one day from the date of the closing of the Qualifying Transaction. Upon completion of the transactions contemplated by the Share Exchange Agreement, ForceLogix will be a wholly-owned subsidiary of Courtland.

ForceLogix, Inc.

ForceLogix is a privately held corporation incorporated under the laws of Nevada with its corporate offices located in Libertyville, Illinois. ForceLogix develops and commercializes technologies in the field of sales performance management and process optimization. ForceLogix provides software-as-a-service as well as technical and consulting services to clients to address sale performance management matters in a range of industries; specifically focusing on life sciences/pharmaceutical, high technology and financial services.

ForceLogix has developed several new technologies which it believes will change the nature of sales effectiveness and sales performance management. By combining objective system driven data with subjective, field observation data, ForceLogix has devised a proprietary measurement and evaluation application. ForceLogix has started implementation of its combined technologies and measurement and evaluation application for its first customers.

Resulting Issuer:

Upon completion of the Qualifying Transaction, the Resulting Issuer will be a British Columbia corporation and ForceLogix will be a wholly-owned subsidiary of the Resulting Issuer. Upon completion of the Qualifying Transaction, the following individuals will be Insiders of the Resulting Issuer:

Patrick Stakenas - President, Chief Executive Officer and Director

Patrick Stakenas is a co-founder, President and Chief Executive Officer of ForceLogix. Mr. Stakenas has served as Senior Vice President at CC Information Services, Vice President at FileNet Inc., and OpenText Corporation. Earlier in his career, Patrick worked for 14 years with Moore Corporation Ltd. as Vice President. Upon completion of the Qualifying Transaction, it is anticipated that Mr. Stakenas will be the President and Chief Executive Officer and a director of the Resulting Issuer.

Stephen Potts - Senior Vice President and Director

Stephen Potts is co-founder and Senior Vice President of Marketing and Business Development of ForceLogix. Between June 2004 and January 2005, Mr. Potts was a sales and marketing consultant with Navona LLC. Mr. Potts was the Vice President Sales and Business Development for Informative Inc. between May 2000 and June 2004. Upon completion of the Qualifying Transaction, it is anticipated that Mr. Potts will be Senior Vice President and a director of the Resulting Issuer.

William Butrym - Chief Financial Officer

William Butrym has been actively involved with ForceLogix since 2004 as an advisor, investor and treasurer. Mr. Butrym has acted as president of W. Butrym and Associates LLC since April 2004 and was Chief Operating Officer for Black Point Capital Management LLC from August 2003 to December 2004. Upon completion of the Qualifying Transaction, it is anticipated that Mr. Butrym will be the Chief Financial Officer of the Resulting Issuer.

Troy Wing - Chief Technology Officer

Mr. Wing has been responsible for the technology and product direction at ForceLogix since October of 2005. Mr. Wing was Vice President of Software Design and Development for StayinFront, Inc. between June 2003 and September 2005. Upon completion of the Qualifying Transaction, it is anticipated that Mr. Wing will be the Chief Technology Officer of the Resulting Issuer.

Tim Hackett - Vice President, Sales

Mr. Hackett has been the Vice President, Sales of ForceLogix since September 2007. Prior to joining ForceLogix, Mr. Hackett was employed as the Vice President, Business Development at Gryphon Networks Inc. from September 2004 to September 2007. Upon completion of the Qualifying Transaction, it is anticipated that Mr. Hackett will be the Vice President, Sales of the Resulting Issuer

Gene Maher – Director

Gene Maher has been a director of Courtland since inception and the President, Chief Executive Officer, Chief Financial Officer, and Secretary of the Company since August 23, 2007. Upon completion of the Qualifying Transaction, it is anticipated that Mr. Maher will be a director of the Resulting Issuer.

John Prinz – Director

John Prinz has served as a director of Courtland since inception. Mr. Prinz has been an Investment Banker with Greenview Capital Corp., a U.S. based consulting firm and merchant bank, since August 2007. Upon completion of the Qualifying Transaction, it is anticipated that Mr. Prinz will be a director of the Resulting Issuer.

Kevin Flaherty – Director

Kevin Flaherty has served as a director of Courtland since inception. Since 1994, Mr Flaherty has also acted as Chairman and Chief Executive Officer of Celtic Minerals Ltd. (TSX-V), a junior mineral exploration engaged in exploring properties in Canada, the United States and Papua New Guinea. Upon completion of the Qualifying Transaction, it is anticipated that Mr. Flaherty will be a director of the Resulting Issuer.

Financing

Courtland also announces that it has changed the terms of the financing previously announced on May 23, 2008. The financing will now be conducted by way of a short form offering document with Blackmont Capital Inc. acting as exclusive agent (the "SFOD Offering") which expands the prospective investor base of the financing and permits the offered shares to trade without resale restrictions (subject to certain prescribed exceptions). The size of the financing has been amended to a minimum of 11,333,333 and a maximum of 13,333,333 units of the Company (the "Units"), at a price of $0.15 per Unit for gross proceeds of a minimum of $1,700,000 and up to a maximum of $2,000,000, which is the maximum permitted under Exchange policies for SFOD offerings. Each Unit will consist of one Common Share and one-half of one Common Share purchase warrant of the Company ("Warrant"). Each whole Warrant will entitle the holder to acquire one additional Common Share for a period of 24 months following the date of the closing of the SFOD Offering at a price of $0.30 per share.

As a result of the SFOD Offering, which expands Courtland's public float, all ForceLogix securityholders, with the exception of the three principals of ForceLogix, will now receive Common Shares upon closing the Qualifying Transaction, being 23,953,275 Common Shares. The Common Shares will be subject to a hold period of four months and a day from the date of closing. The principals of ForceLogix will be issued 11,046,667 Special Warrants contemplated in the Share Exchange Agreement.

In addition to the SFOD Offering, Courtland anticipates completing an additional private placement of Units in Ontario on substantially the same terms as the Offering (the "Sidecar Offering" and together with the SFOD Offering, the "Offerings"). Further details respecting the Sidecar Offering will be publicly disclosed once the final terms of the Sidecar Offering have been settled. The Sidecar Offering also remains subject to Exchange approval.

Blackmont will receive a cash commission equal to ten percent (10%) of the gross proceeds of the sale of Units under the Offerings and a corporate finance fee consisting of $30,000 in cash. In addition, Blackmont will receive agent's options (the "Agent's Options") equal to ten percent (10%) of the Units sold under the Offerings. Each Agent's Option shall be exercisable for one additional Common Share for a period of 24 months from closing at a price of $0.15 per share.

As noted in Courtland's news release dated May 23, 2008, the Offerings will close concurrently with the Company's Qualifying Transaction. Closing of the Qualifying Transaction is subject to a number of conditions, including, but not limited to (i) obtaining all necessary regulatory approvals, including approval of the Exchange, (ii) the completion of full accounting, business and legal due diligence by Blackmont, (iii) the approval of the shareholders of ForceLogix, (iv) completion of the minimum SFOD Offering and (vi) other conditions typical of a transaction of this nature. Where applicable, the Qualifying Transaction cannot close until the required approvals have been obtained.

Immediately following the issuance of the Common Shares as stated above, there will be approximately 53,333,275 Common Shares issued and outstanding on a partially diluted basis (assuming maximum SFOD Offering is fully subscribed and that the special warrants are converted, but not including the Sidecar Offering or the exercise of any Warrants, Agent's Options or any incentive stock options).

Use of Proceeds

Upon completion of the Qualifying Transaction, the resulting issuer (the "Resulting Issuer") anticipates using the proceeds of the Offerings to pay U.S.$50,000 to Matthew Damman as a finder's fee in connection with the Qualifying Transaction. In addition, assuming the SFOD Offering is fully subscribed, the Resulting Issuer anticipates using (i) $350,000 to enhance and increase its ongoing sales and marketing efforts, (ii) $300,000 for research and development, and (iii) approximately $200,000 for general and administrative purposes. Additionally, the Resulting Issuer will pay an aggregate of U.S.$150,000 to the principals of ForceLogix, being U.S.$50,000 to each of Wayne Hall, Patrick Stakenas and Stephen Potts, as payment for services previously provided to ForceLogix, including in their capacity as founders and directors of ForceLogix.

Name Change, Material Agreements and Stock Options

Courtland has received conditional approval from the Exchange to change its name to "ForceLogix Technologies Inc." and to change its stock ticker symbol to "FLT" upon completion of the Qualifying Transaction. The effective date of the name and stock ticker change will be announced in a subsequent news release. Courtland has also received an exemption from the sponsorship requirements of the Exchange subject to certain outstanding items being submitted to the Exchange.

The Company has entered into a promissory note with Greenview Capital Corp. dated August 26, 2008 whereby the Company has promised to repay to Greenview the sum of $10,000 upon demand for same from Greenview. The Company has also entered into a promissory note with ForceLogix dated May 22, 2008, whereby ForceLogix has promised to repay the Company $150,000 upon the occurrence of certain events.

Upon completion of the Qualifying Transaction, Courtland has approved the grant of up to 2,199,999 options (the "Options") to persons eligible under the Company's stock option plan at an exercise price of $0.16 per Common Share. The Options will expire on the date that is five years from the date of grant and such Options may contain a vesting schedule in certain cases, as determined by the board of directors.

6. Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable. This Report is not being filed on a confidential basis in reliance on subsection 7.1(2) of National Instrument 51-102.

7. Omitted Information

Not applicable No information has been omitted on the basis that it is confidential information.

8. Executive Officer

For further information concerning the material change and this Report, please contact:

Mr. Gene Maher
President, Chief Executive Officer, Chief Financial Officer, Secretary and a Director of Courtland Capital Corp.

Phone: (847) 508-7071
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9. Date of Report

December 3, 2008