

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

December 5, 2008

3. News Release

A press release was disseminated through CNW Group on December 5, 2008.

4. Summary of Material Change

ForceLogix, Inc. ("ForceLogix") has advised Courtland that it has prepared new slides for a presentation (attached hereto in its entirety as Schedule "A") being used in connection with the previously announced qualifying transaction between Courtland and ForceLogix and the concurrent private placement brokered by Blackmont Capital Inc. The presentation provides information on the sales performance management market, which is the market of ForceLogix. It also provides information on the customer relationship management market, which is a comparable market to the sales performance management market that may be indicative of growth prospects in the sales performance management market. The Presentation also sets out recently signed contracts, including lenovo and Savo, and recent contract renewals, including Innovex, Corning, West Corporation, and C.H. Robinson Worldwide Inc.

5. Full Description of Material Change

ForceLogix Inc. has advised Courtland that it has prepared new slides for a presentation being used in connection with the previously announced qualifying transaction between Courtland and ForceLogix and the concurrent private placement brokered by Blackmont Capital Inc. The new slides (attached hereto as Schedule "B") contain financial projections on bookings, revenue and net income and sales estimates of its product and service offering for 2008, 2009 and 2010, which may be considered material information.

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
Fax: (866) 274-1782.

9. Date of Report

December 5, 2008

SCHEDULE "A"
PRESENTATION

SCHEDULE "B"
NEW INFORMATION