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

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

Sales Force Optimizer™

Certain information contained in this Presentation is forward-looking and related to anticipated financial performance, events and strategies of ForceLogix, Inc. ("ForceLogix") and Courtland Capital Corp. ("Courtland"). All statements other than statements of historical fact are forward-looking statements. The use of any of the words "anticipate", "continue", "estimate", "expect", "may", "will", "project", "should", "believe" and similar expressions are intended to identify forward-looking statements. These statements involve known and unknown risks, uncertainties, assumptions and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking information. Courtland and ForceLogix believe the assumptions reflected in those forward-looking statements are reasonable but no assurance can be given that these expectations will prove to be correct and such forward looking statements speak only as of the date of this Presentation. Undue reliance should not be placed on these forward-looking statements, as there can be no assurance that the plans, assumptions, expectations, intentions or expectations upon which they are based will occur.

In particular, this Presentation contains forward-looking statements that include the following:

- financial projections on subscription bookings, service bookings, revenues and net income in 2008, 2009 and 2010;
- estimates on the numbers of managers in use, new managers sold and users of the product;
- projections of the average prices of products and services sold in 2008, 2009 and 2010;
- expectations regarding the ability to raise capital;
- anticipated capital expenditure programs and expenses; and
- expectations regarding market size and its growth potential.

The purpose of providing the future oriented financial information and financial outlook (including the financial projections and estimates on the number of managers sold) in the Presentation is to illustrate how the business of ForceLogix might develop upon execution of its business plan assuming the completion of the qualifying transaction and concurrent financing. The reader is cautioned that the information may not be appropriate for other purposes.

These statements are based on certain assumptions and analysis in light of experience, current conditions and expected future developments and other factors that have been considered appropriate. The material factors and assumptions used to develop these forward looking statements include:

- bookings growth based on trends in the recent sales pipeline, verbal commitments, perceived market opportunity and comparable companies examined;
- ten users per sales manager sold;
- the average monthly sales price of the company's products and services increases from a projected average of $275 per month in 2008 to $350 per month in 2010 based on expectations of increased functionality and market demand;
- sales of services increase from a projected 15% in 2008 to 25% in 2010 on the assumption that increased product penetration will result in increased demand for consulting and other services;

Rights Of Action - Misrepresentation

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- the renewal rate for products and services is 90%;
- the timing of new sales and the implementation time for prospective users in the pipeline; and
- net income is going to equal approximately 39% of revenues, and management can maintain costs at that level.

The actual results, performance or achievements could differ materially from those anticipated as a result of risk factors that include, but are not limited to, the ones set forth below, elsewhere in this Presentation and in Courtland's publicly filed disclosure:

- poor market acceptance of its products and services;
- competition factors in the sales performance management industry;
- liabilities inherent in the development and use of intellectual property;
- competition for and the availability of, among other things, capital and skilled personnel;
- loss of key personnel;
- economic conditions affecting supply and demand and revenues and expenses;
- new entrants in the market and alternative products and services; and
- fluctuations in interest rates, exchange rates and stock market volatility.

The foregoing risks, assumptions and other factors should not be considered exhaustive. Neither ForceLogix nor Courtland undertakes any obligation to publicly update or revise any forward-looking statements unless required under applicable securities laws.

The information herein is presented as at December 3, 2008 unless otherwise stated. The Presentation supercedes all prior presentations of ForceLogix and Courtland.

Covered Items

- Our Mission
- ForceLogix Management Team
- Company Overview
- Product Positioning and the Market Opportunity
- Market Sizes
- Product Overview and Go to Market Strategy
- Customer Examples and Future Pipeline
- Current Status of QT and Comparisons
- Conclusion

ForceLogix Mission

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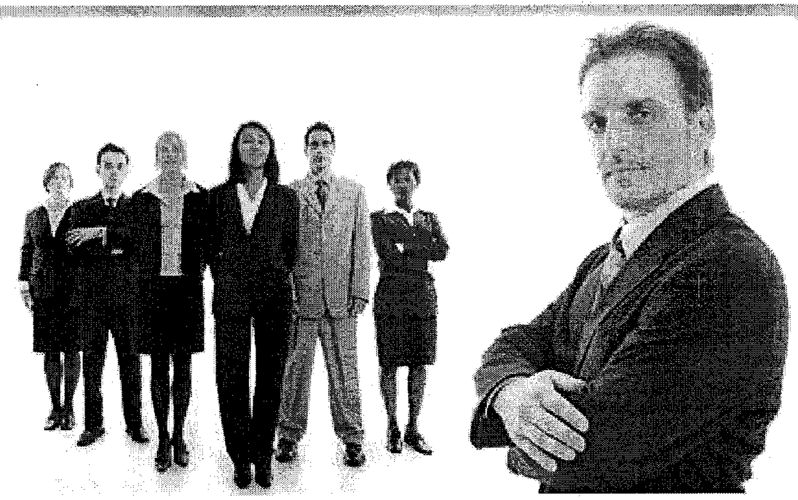

ForceLogix strives to enhances top line revenue growth by empowering sales management with solutions which ***evaluate, coach and develop*** their sales teams.

Complete Experienced Management Team

Sales Force Optimizer™

Patrick Stakenas, Co-founder – President & CEO – Executive Management and Operations

- **Sales Operations**: Moore Corporation Ltd. – 2500 Reps, CRM and Performance Management
- **Senior Management Experience:** SVP Global Operations: CCCIS, Filenet, OpenText
- **Start-up** – EVP, Operations- grew revenue to $14m, company acquired

Stephen Potts, Co-founder – Sales, Alliances and Data Integration

- **Senior Management Experience:** Tivoli Systems Inc. *IBM Subsidiary*
- **IPO's**: VP Sales or Channels: CrossWorlds (IBM), Connect (Calico Commerce Inc.)
- **Acquisition:** VP of Sales – Informative (SatMetrix)

Tim Hackett, VP Sales

- **Senior Management Experience:** Sales Management and Operations – EMC Corporation
- **IPO:** SVP – Storage Networks
- **Start-up:** Gryphon Networks

Troy Wing, Chief Technology Officer:

- **Development lead for CRM Companies**, The Great Elk and Stay In Front vendor for 12 years

Scott Springgate, Professional Services Manager

- **Senior Management Experience:** Professional Services with Seibel Software Company

Wayne Hall, VP International Sales

- **Start-up:** Great Elk – Pharma CRM – Sold to StayinFront
- **Executive Sales Management:** Manager Sales Process Transformation – CCC Information Services

FORCELOGIX
Turning the Art of Selling into Science

About ForceLogix

Sales Force Optimizer™

- ***Founded in 2005 by Senior Sales Executives from Industry Leaders such as:***

EMC² where information lives · IBM · MOORE · ORACLE · OPEN TEXT The Content Experts · SIEBEL eBusiness

- ***Found an Opportunity: Enable Development and Optimization of Sales Talent:***
  - Current Sales Automation is focused on the Customer ignoring the People that sell to them
  - Opportunity: Management solutions to maximize the yield per sales person, team, & manager.

- ***Proven Market Acceptance with a Global Customer Base:*** 20 countries, 9 languages

lenovo · CORNING · MOTOROLA · InterCall Beyond Meeting Expectations · C.H. ROBINSON WORLDWIDE, INC. · INNOVEX · SYSIX Technologies · Consulting · Financial · SAVO

- ***Mature Product In-Market Today – Version 3.5***

Sales Force Optimizer™ → Optimizer™ AppExchange → Powered By FORCELOGIX Turning the Art of Selling into Science → Sales Force Optimizer International Sales Coaching Edition

Flagship Product · Salesforce.com Version · OEM Version · Off-Line Edition

ForceLogix in the Revenue Process

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FORCELOGIX

Over Deliver

How can we meet and exceed revenue targets?

How can we reduce the risk of missing revenue targets?

Revenue and Sales Targets

Under Deliver

Goal of ForceLogix:
Develop the People
Goal: Maximize Yield per Sales Rep and Manager

Better Manage:
- Sales Professionals
- Sales Teams
- Entire Sales Organization

Tools Available to
Manage the Business
Goal: Maximize Yield per Customer

Customer Relationship Management:
- Manage: Pipeline
- Target: Prospects
- Close More: Customers

Finance and Analytics:
- Manage: Business
- Understand: Revenue
- Provide: Visibility

ForceLogix Provides a Complete Solution

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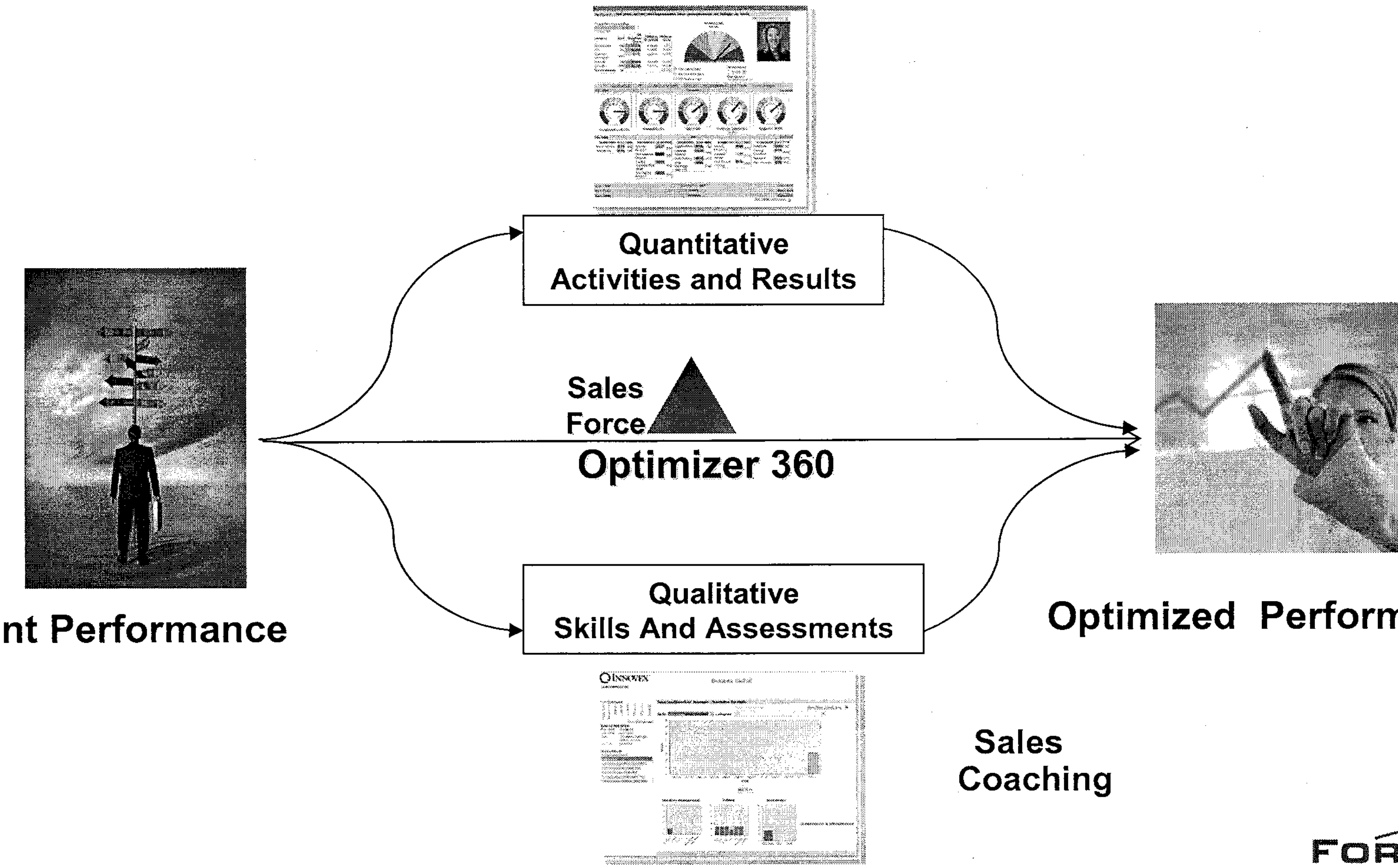
To get from current performance to Optimized performance, you need to uncover **quantitative** information and develop your people with **qualitative** assessments.

ForceLogix is the first solution to combine both capabilities.



Market Size Comparison – Sales Automation: Customer Relationship Management (CRM)

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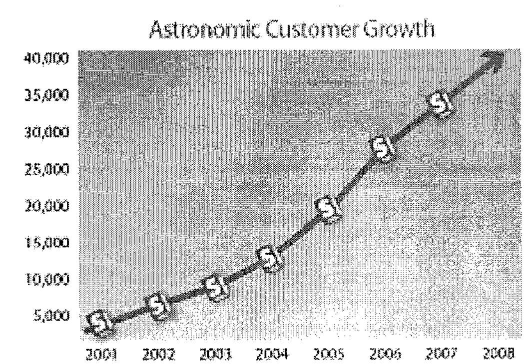
Forrester Research – CRM growth estimated at 11% annually "Mature"

- 2007 Overall CRM Market — $74 Billion — Applications, Consulting, Training, Implementation
- CRM Application Market — $21 Billion — Applications Only such as Salesforce.com, NetSuite, Oracle
- Competition: 100's of companies – Many very large
- Market Dynamics: Mature Market – IPO's leading to Mergers and Acquisitions

- Example: Salesforce.com,
  - Ticker Symbol CRM $25*
  - $3.3 Billion dollar Market Capitalization*
  - 2008 will surpass $1 Billion revenue
  - ForceLogix is a partner of Salesforce.com
  - We are signing contracts with Salesforce.com customers:

INNOVEX CORNING West Corporation Brought To You By AHS AMERICAN HOME SHIELD The right choice in home warranties.



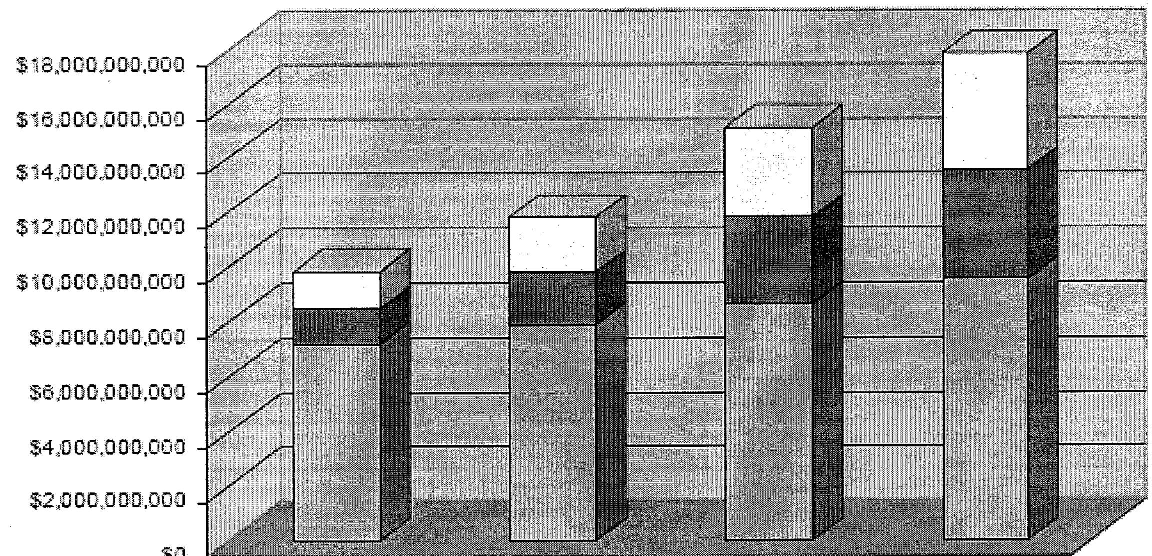
* As of 11/12/2008

Market Size – ForceLogix Marketplace: Sales Performance Management (SPM)

Sales Force Optimizer™

Ventana Research – SPM growth estimated at 40+% annually "Early Stage"

- 2008 Overall SPM Market $3.8 Billion growing to $8B by 2010
- Application Market (ForceLogix) $1.9 Billion growing to $4B by 2010
- Light Competition:
  - In-House Solutions
  - Spreadsheets
  - Point Solutions
- Market Dynamics:
  - Early Stage
  - High Growth Predictions



Overall SPM Market

	2007	2008	2009	2010
Applications	$1,363,536,900	$1,999,854,120	$3,299,759,298	$4,234,891,099
Consulting, Training	$1,291,771,800	$1,894,598,840	$3,126,087,756	$4,011,812,620
Sales Force Automation	$7,176,510,000	$7,894,161,000	$8,683,577,100	$9,551,934,810

Sales Force Automation ■ Operations □ Performance

Note: Sales Force Automation is a subset of the overall CRM marketplace that includes only sales automation solutions.

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Complimenting the Sales Management Cycle

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While Customer Relationship Management is a $74B marketplace*, ForceLogix builds solutions that compliment these investments to support the overall sales management process.

Category	Activity	CRM	Optimizer
Hiring	Anticipating Turnover		
	Creating a sales profile		
	Profiling talent		
Training	Keeping up to date		
	Identifying training needs		
	ROI on Traning		
	Follow-up Coaching		
	Conducting role plays		
Driving Business	Lead Management		
	Time Management		
	Pre-sales Activities		
	Managing the funnel		
	Forecasting		
	Win/Loss Analysis		
Performance Evaluations	Writing performance reviews		
	Ranking / Rating / Reviewing		
	Conducting reviews		
	Recognition & Motivating		
	Manager Coaching		
	Terminating		

* Forrester Research

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3rd Party Acknowledgement of the Opportunity

High Performance Workforce Study:

61% of executives said the ***sales team plays the most prominent role*** in their company's success...and its prominence is guaranteed to grow"

Executive Focus has Shifted to Sales Performance

Ventana Research sees sales performance management as one of the **most critical management initiatives** and processes of this decade."

The Power of Sales Process Improvement:

"Selling is by far the **most important and yet least understood** critical success factor of any business. Without selling there is no revenue, and without revenue there is no business".

2007 Sales Performance Optimization Survey:

- **43% below quota**
- 63% have informal or random sales process
- On-boarding to productivity extending - 46% > than 9 months!!!
- **34% turnover** – 16% involuntary, 18% voluntary

Complete Management of Each Sales Person

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Review History : Stone, Noel Job Title: Tenured Rep Email: rep@forcelogix.com Manager: Andersen, Karen

Coaching History New Edit Draft

Show Printer Friendly View

Date	Subject	Comments	Added By	Performance Review	Modified Date	Rep Response	Action
6/12/2008	Ride Along	Overall it was a good trip....	Jerry Adlemson	True			Open

1

Objectives

Show All Objectives

Skill	Category	Date Entered	Objective	Status	Due Date	Comments
Activities	Prospect visits	8/28/2008	Add 20% more customer visits to your schedule.	Not Started	8/29/2008	DM : Based on your pipleine going forward, you need to look at adding more propscet visits for Q4 business. Work with Jim in insdie sales to create a plan for calling and webinars._Aug 28 2008
Activities	Prospect visits	6/18/2008	Need to etc....	Not Started	7/5/2008	DM : eplain more of what is expected_Jun 18 2008

1

Complete History of All Interactions

PIP History New

Date	Year	Period	Start Date	End Date	Type	Status	IsArchived?	Edit

1

Review History Set Review Period

Year	Period	Start Date	End Date	Status	Score	IsArchived?	Edit
2008	1	01/01/2008	03/31/2008	Report Ready for Draft	109.94%	False	Edit
2008	0	01/01/2008	07/31/2008	Report Ready for Draft	107.94%	False	Edit
2007	4	10/01/2007	12/31/2007	Report Ready for Draft	88%	False	Edit
2007	3	07/01/2007	09/30/2007	Report Ready for Draft	91.26%	False	Edit

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Complete Management of Sales Teams

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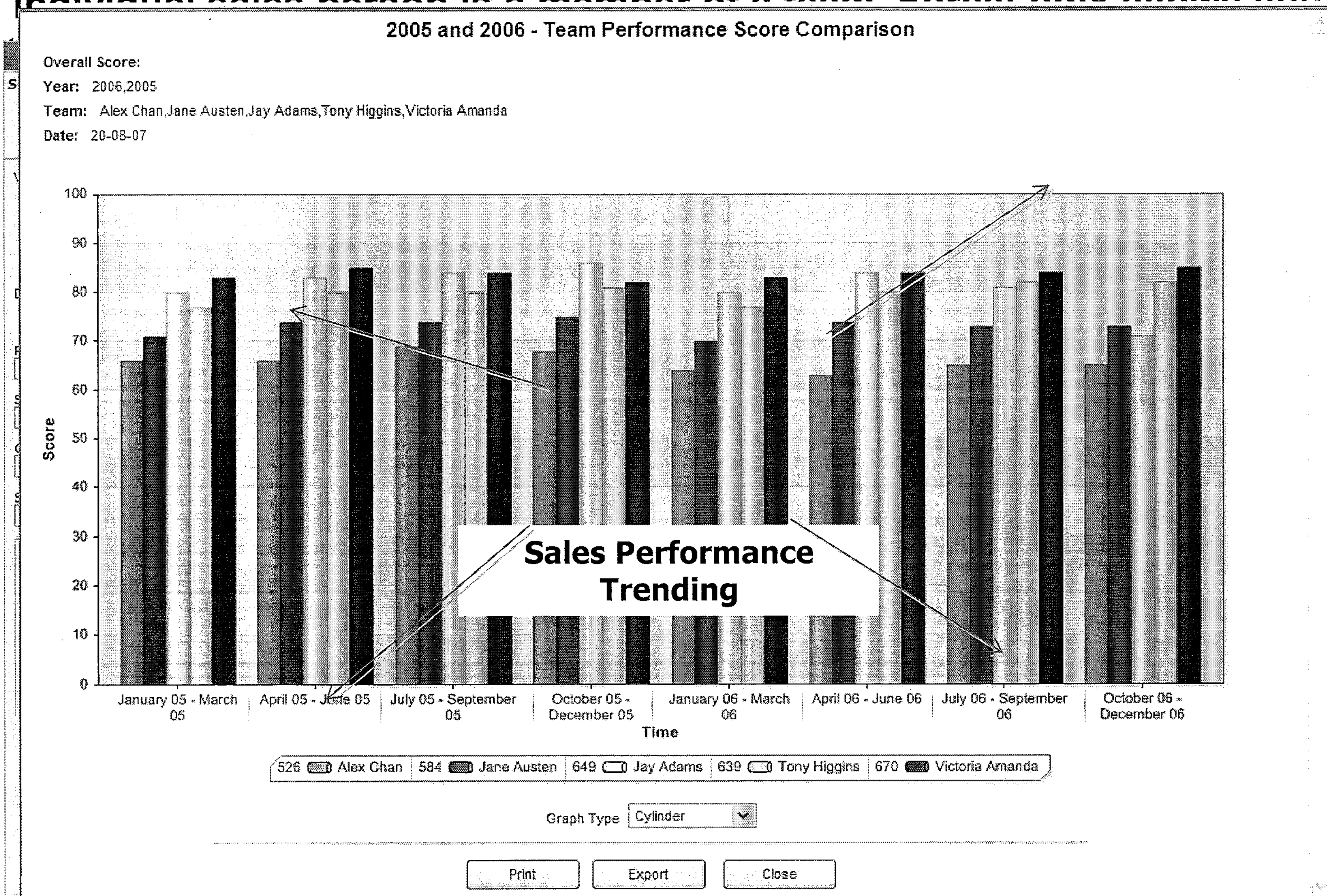
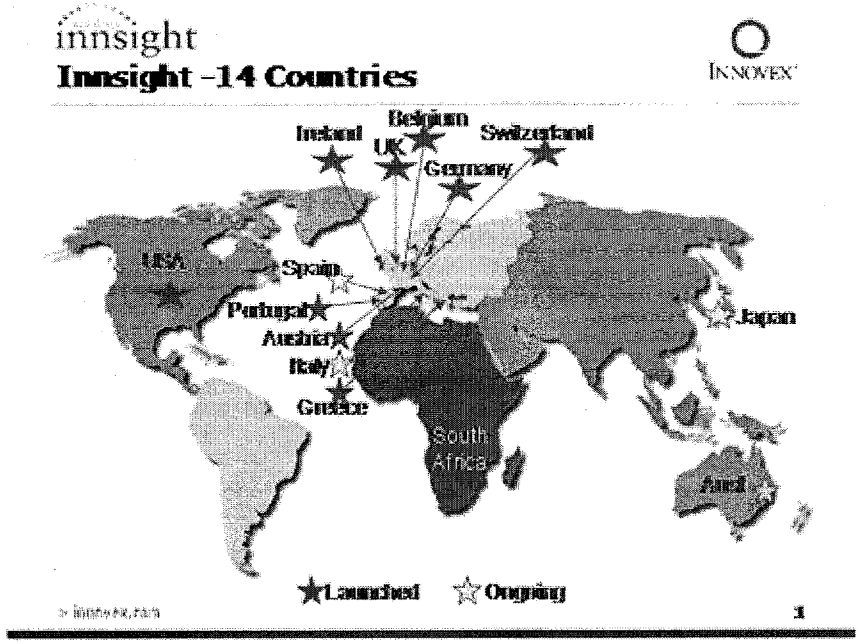
Each ... view



Customer Growth Examples - Innovex



Current Project Overview:

- $250k PO for '08, >$1.2 million in 5 years
- 1,700 Users growing to 2,700 in 2008
- Deployed in 14 countries and 9 languages

Upside: 6,000 Additional Innovex Users

- Japan, Australia, China
- Expand our Pharmaceutical Market

Other Customers with upside:

- Corning: 5 Additional divisions as well as other countries
- CH Robinson: 3 Additional Divisions
- West Corporation: 2 Additional Divisions
- SAVO Group: Installed at our target prospects

Attracting Great Prospects - Sales Pipeline View

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*

180 Days+

Qualified – Active Sales Cycle

CDW · UPS · 3M · EMC² where information lives · Microsoft

ADP · GRAINGER FOR THE ONES WHO GET IT DONE · AON

90 – 180 Days

Needs Assessment

MILLIPORE · Trustwave Information Security & Compliance · US FOODSERVICE

symantec. Confidence in a connected world.

30 – 90 days

Proposal and Contracts

INNOVEX · SAVVIS BUILT TO RESPOND · Comcast. Business Class

Recent Signed Contracts

New Customers

lenovo · SAVO · Motorola

Renewals

C.H. ROBINSON WORLDWIDE, INC. · CORNING · INNOVEX · INNOVEX · west West Corporation

* Accounts listed in the above table are prospects and not yet customers

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Go To Market Strategy – Covering all Channels

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Market Size	Channel Strategy	Partners	Customer Success
Global / Fortune 500+ Sales People	Direct with Influence Partners	accenture; salesforce.com Success On Demand; Microsoft	lenovo (NEW Customer); MOTOROLA (NEW Customer); CORNING; INNOVEX
Medium/ Enterprise 250 + Sales People	Direct and Reseller Partner Or telesales	RICHARDSON THE POWER TO SELL	InterCall Beyond Meeting Expectations; C.H. ROBINSON WORLDWIDE, INC.
Small Business 30 – 200 Sales People	Resellers and Web Sign-up Future	be relevant PUTTING SALES LEADERS IN THE KNOW	ServiceMASTER Family of Brands; AHS AMERICAN HOME SHIELD The right choice in home warranties; KNIGHTSBRIDGE; SYSIX Technologies • Consulting • Financial; SAVO (NEW Customer)

Target Industries: Pharmaceuticals, High Technology, Distribution and Business Services

FORCELOGIX Turning the Art of Selling into Science

Technology Companies Thriving amongst Chaos

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While Market is Unstable:

- Technology sector holding strong and still growing, companies are spending money on technology ie; Open Text, Interwoven, Microsoft, ForceLogix…
- Recent ViewPoint Review on Open Text from Blackmont Capital:
  - FQ1/09 Preview: Expect Good License Growth
  - Recommendation is a BUY
- *"During this period of economic challenges, we (Blackmont) continue to believe Open Text is well positioned to drive good growth during its seasonally weakest quarter."… "Key competitors reported good growth as customers continue to implement turnkey projects despite the current economic uncertainties."*
- Microsoft, Interwoven, IBM, EMC among those that have reported better than expected growth.
- ForceLogix continues to show strong evidence of management's ability to monetize its key partnerships and a positive outlook for the SPM market through closing deals with Microsoft, Salesforce.com and others.

ForceLogix is Changing the Sales Game

Sales Force Optimizer™

- ForceLogix is signing contracts amidst a significant economic crises.
  - New Customers see us as a **'must have'** in this economy.
- ForceLogix enables better sales management in a downtime.
- ForceLogix enables companies to manage growth as things turnaround.
  - Our customers are continuing to renew.

C.H. ROBINSON WORLDWIDE, INC.
#349 on Fortune 500
S&P 500

INNOVEX
#147 in Forbes
Largest Private
Companies

CORNING
#439 on Fortune 500
#237 on FT Global 500
S&P 500

west West Corporation
#222 in Forbes
Largest Private
Companies

lenovo
NEW Customer

SAVO
NEW Customer

MOTOROLA
NEW Customer

(Crain's) Oct 30, 2008 — Motorola Inc. will cut 3,000 jobs, or about 5% of its work force, Greg Brown, co-chief executive, told Crain's Thursday after the company reported earnings.
Read the story

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Unexpected Outcome of Current Marketplace

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While Market is Unstable:

- ForceLogix continues to grow and close new accounts.
- Sales Process, Sales Training, and Sales Technology sectors benefiting from the economic crisis.
- Recent signed contracts with Lenovo, Motorola, Savo, and Q4 proposals in place with Comcast, Savvis, Trustwave and others exemplify this trend in the current economic environment.
- Our pipeline is expanding rapidly:

3rd Party Validation of ForceLogix

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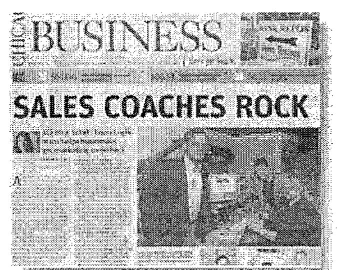
VENTANA RESEARCH	*"Organizations looking to increase results by optimizing sales talent through clearly defined objectives, skills and metrics should consider ForceLogix's offerings."*
Gartner	*"ForceLogix has created strong dashboard functionality married with performance review capabilities for sales"*
intelligent enterprise	*"Salesforce.com partners with ForceLogix, which offers sales optimization applications that allow the ability to understand, optimize and align sales reps and teams to goals and objectives."*
sales & marketing management	*"ForceLogix dashboards give sales managers information with which to grow each sales rep, inspiring better future performance."*

VENTANA RESEARCH
2007 Leadership Award

September, '07

Microsoft Startup Zone

Invited into an exclusive Microsoft program for start-up's January, '08



On the cover of Business Section Chicago Sun Times. Feb '08

PHARMA FORCE
The Premier North American Pharmaceutical Sales Force Effectiveness Conference
2008

Invited as Chairperson

Financial Projections

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	2008	2009	2010 *
Bookings	$ 1,821,600	$ 7,169,760	$ 21,151,200
Revenue	$ 600,000	$ 3,100,000	$12,000,000
Net Income	$ (490,000)	$ 1,200,000	$ 4,600,000

Use of Proceeds

- Drive Revenue
  - ⇨ Increase existing sales force
  - ⇨ Build out Marketing and Alliance engine
- Expand customer service and support to maintain client growth and renewals
- Investor and Public Relations
- Maintain product leadership positioning

* See special note regarding forward looking statements.

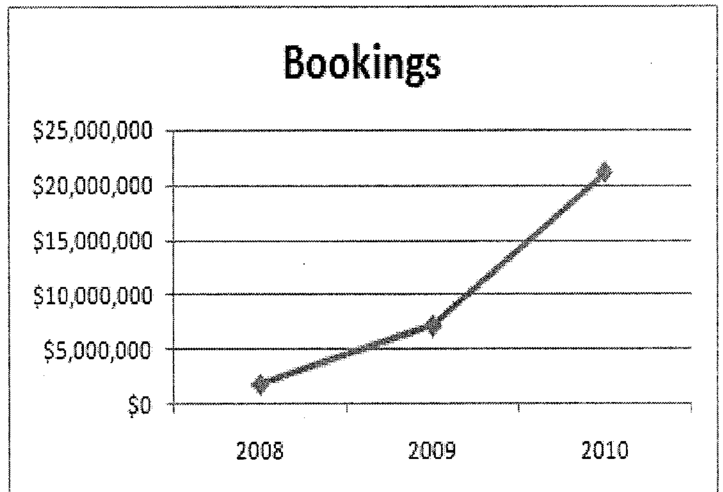
Manager to Revenue Estimates

Sales Force Optimizer™

	2008	2009	2010	Notes *
Existing Managers	350	432	1,379	Assume a 90% Renewal Rate
New Managers Sold	130	1,100	2,650	New Paying Subscribers
Total Sales Managers	480	1,532	4,029	Total of Existing and New Managers
Estimated Users	4,800	15,320	40,288	Approximately 10 Users per Manager
Subscription Bookings	$1,584,000	$5,974,800	$16,920,960	Using Average Deal Size time Number of Managers
Services Bookings	$237,600	$1,194,960	$4,230,240	Current Average is 15% of Bookings
Total Bookings	**$1,821,600**	**$7,169,760**	**$21,151,200**	**All Included**

Assumptions	2008	2009	2010
Average $Manager/Month	$275	$325	$350
Service % of Revenues	15%	20%	25%

Current Growth	**10/31/2008**	**1/31/2009**
Total Sales Managers	350	680
Estimated Users	3,500	6,800



* See special note regarding forward looking statements.

FORCELOGIX Turning the Art of Selling into Science

High Growth Plan Through Use of Proceeds

Sales Force Optimizer™

- Drive new business revenue
- Increase sales force
- Build out Marketing and Alliance engine
- Expand customer service and support to maintain client growth and renewals
- Repay certain convertible notes
- Investor and Public Relations
- Maintain product leadership positioning

Industry Opportunity

- Internet Software Services Industry Valuation Averages
  - Price to Earnings: 60x
  - Price to Revenue: 8x
  - 2007 Market Capitalization Growth 61%

Source: William Blair & Company, 09/2008

Current Status of the Qualifying Transaction

Sales Force Optimizer™

- **(CPC) Courtland Capital: Public (CTK.P-V)**
- **TSXV Filing: August 29th, 2008**
  - Conditional approval for Qualifying Transaction has been given by TSXV
- **ForceLogix:**
  - Due Diligence is complete
  - Short Form Offering Document Complete

Proposed Offering and Capital Structure

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- **Up to $2,000,000 placement**
  - Up to 13.3 million Units offered @ $0.15 per Unit
- **50% warrant coverage exercisable @ CDN$0.30**
  - Up to 6.6 million Units
  - Each Unit is comprised of one Common Share and one-half of one Warrant. Each whole Warrant entitles the holder thereof to acquire one additional Common Share for a period of 24 months from the date of Closing, exercisable at a price of CDN$0.30.
- **Capital structure post offering of up to 64,333,274 common shares***
- **Capital structure pre offering of 40,799,992***
  - ForceLogix 34,999,942 Common Shares
  - Courtland Capital 5,000,000 Common Shares
  - Options 500,000 Common Shares
  - IPO Agents Options 300,000 Common Shares

*** Fully Diluted**

Conclusion

Sales Force Optimizer™

- **Fills an Underserved Market Opportunity**
  - ✓ Sales is the one of the most important departments
  - ✓ Yet, lack of automation to support the sales management process
  - ✓ Customer Relationship Management $74b provides follow on opportunities
- **Incorporates the Most Attractive Technology Trends**
  - ✓ Sales Automation, Performance Management, Business Intelligence
  - ✓ Delivered in a "Software as a Service Model" is attractive
- **Reduced Risk of Success**
  - ✓ Solution is Built – Current version 3.5
  - ✓ World Class companies are buying it
  - ✓ Partners and market are supporting it
- **We have the Foundation in Place for Growth**
  - ✓ Strong Management Team
  - ✓ Proven First to Market Product in Market
  - ✓ Customers buying to assist them through market chaos and to grow

Rights Of Action

Securities legislation in some of the Canadian provinces provides some purchasers in addition to any other rights they may have at law, with a right of rescission or damages or both where offering memorandum and any amendments to them and, in some cases, advertising and sales literature used in connection therewith, contains a misrepresentation. Those remedies, or notice with respect thereto, must be exercised, or delivered, as the case may be, by the purchaser within the time limits prescribed by the applicable securities legislation.

Each purchaser should refer to the provisions of the applicable securities legislation for the particulars of these rights or consult with a legal advisor. The following is a summary of the rights of rescission or rights to damages available to purchaser of the Units in Ontario.

In Ontario where an offering memorandum is delivered to an investor to whom securities are distributed in reliance upon the "accredited investor" prospectus exemption in NI 45-106, the right of action referred to in Section 130.1 of the *Securities Act* (Ontario) ("Section 130.1") is applicable, except with respect to distributions to certain sophisticated investors who, pursuant to OSC Rule 45-501 - *Ontario Prospectus and Registration Exemptions*, are not entitled to such right of action. Such sophisticated investors include:

- an association governed by the *Cooperative Credit Associations Act* (Canada) or a central cooperative credit society for which an order has been made under section 473(l) of that Act;
- a bank named in Schedule I or II of the *Bank Act* (Canada), loan corporation, trust company, trust corporation, insurance company, treasury branch, credit union, caisse populaire, financial services cooperative or league that, in each case, authorized by an enactment of Canada or a jurisdiction of Canada to carry business in Canada or a jurisdiction of Canada;
- an authorized foreign bank named in Schedule III of the *Bank Act* (Canada);
- the bank incorporated under the *Business Development Bank of Canada Act* (Canada); or
- a subsidiary of any person referred to in clauses (i) to (iv) above, if the person owns all of the voting securities of the subsidiary, except the voting securities required by law to be owned by directors of that subsidiary.

Section 130.1 provides purchasers who purchase securities offered by an offering memorandum, other than the sophisticated purchasers described above, with a statutory right of action against the issuer of securities and any selling securityholder for rescission or damages in the event that the offering memorandum or any amendment to it contains a "misrepresentation".

Rights Of Action - Misrepresentation

Sales Force Optimizer™

"**Misrepresentation**" means an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make any statement not misleading in light of the circumstances in which it was made.

In the event that this Presentation, together with any amendment to it, is delivered to a prospective purchaser of Units in connection with a trade made in reliance upon the "accredited investor" exemption, and this Presentation contains a misrepresentation which was a misrepresentation at the time of purchase of the Units such purchaser (other than a sophisticated purchaser described above) will have a statutory right of action against the Bank for damages or, while still the owner of the Units, for rescission, in which case, if the purchaser elects to exercise the right rescission, the purchaser will have no right of action for damages, provided that:

- no action shall be commenced more than, in the case of an action for rescission, 180 days after the date of the transaction that gave rise to the cause of action; or, in the case of any other action, the earlier of: (i) 180 days after the plaintiff first had knowledge of the facts giving rise to the cause of action, or (ii) three years after the date of the transaction that have rise to the cause of action;
- the defendant will not be liable if it proves that the purchaser purchased the Units with knowledge of the misrepresentation;
- the defendant will not be liable for all or any portion of the damages that it proves do not represent the depreciation in value of the Units as a result of the misrepresentation relied upon; and
- in no case will the amount recoverable exceed the price at which the Units were offered to the purchaser.

The statutory right of action for rescission or damages is in addition to and does not derogate from any other rights or remedies the purchaser may have at law. The above summary is subject to the express provisions of the *Securities Act* (Ontario) and the regulations and rules thereunder and a purchaser should refer to such act for the complete text of those provisions.

SCHEDULE "B"
NEW INFORMATION

Financial Projections

Sales Force Optimizer™

	2008	2009	2010 *
Bookings	$ 1,821,600	$ 7,169,760	$ 21,151,200
Revenue	$ 600,000	$ 3,100,000	$12,000,000
Net Income	$ (490,000)	$ 1,200,000	$ 4,600,000

Use of Proceeds

- Drive Revenue
  - ⇨ Increase existing sales force
  - ⇨ Build out Marketing and Alliance engine
- Expand customer service and support to maintain client growth and renewals
- Investor and Public Relations
- Maintain product leadership positioning

* See special note regarding forward looking statements.

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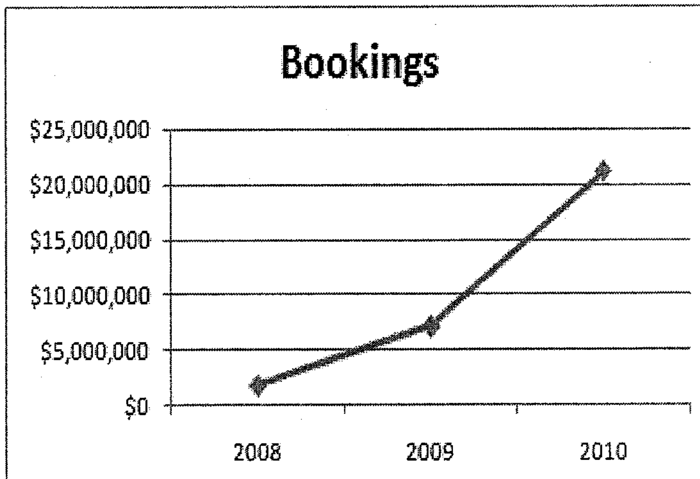
Manager to Revenue Estimates

Sales Force Optimizer™

	2008	2009	2010	Notes *
Existing Managers	350	432	1,379	Assume a 90% Renewal Rate
New Managers Sold	130	1,100	2,650	New Paying Subscribers
Total Sales Managers	480	1,532	4,029	Total of Existing and New Managers
Estimated Users	4,800	15,320	40,288	Approximately 10 Users per Manager
Subscription Bookings	$1,584,000	$5,974,800	$16,920,960	Using Average Deal Size time Number of Managers
Services Bookings	$237,600	$1,194,960	$4,230,240	Current Average is 15% of Bookings
Total Bookings	**$1,821,600**	**$7,169,760**	**$21,151,200**	**All Included**

Assumptions	2008	2009	2010
Average $Manager/Month	$275	$325	$350
Service % of Revenues	15%	20%	25%

Current Growth	10/31/2008	1/31/2009
Total Sales Managers	350	680
Estimated Users	3,500	6,800



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