FORM 51-102F3
MATERIAL CHANGE REPORT

1. Name and Address of Company

ForceLogix Technologies Inc. (the "**Company**")
100 East Cook Avenue, Suite 301
Libertyville, IL U.S.A. 60048

2. Date of Material Change

March 31, 2010

3. News Release

A news release was issued on April 6, 2010 through the facilities of Marketwire.

4. Summary of Material Change

The Company announced the issuance of common shares upon conversion of special warrants.

5. Full Description of Material Change

The Company announced that 3,823,009 common shares were issued upon conversion of certain special warrants originally issued to holders at the closing of the Company's Qualifying Transaction on November 30, 2009. This issuance of common shares follows expiration of the special warrant holding period of four months and one day following the closing of the Qualifying Transaction. Following issuance of said common shares, the Company has 50,573,883 common shares and 31,176,992 non-exercised special warrants outstanding.

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

Not Applicable.

7. Omitted Information

No information has been omitted from the Report on the basis that it is confidential.

8. Executive Officer

For further information please contact Mr. Patrick Stakenas, President and Chief Executive Officer of ForceLogix Technologies Inc. at (847) 281-9307.

9. Date of Report

April 6, 2010