FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

COURTLAND CAPITAL INC.
PO Box 1497
Crossfield, Alberta T0M 0S0

Item 2 Date of Material Change

June 28, 2013

Item 3 News Release

July 18, 2013

The press release was disseminated through the services of Marketwire

Item 4 Summary of Material Change

Calgary, AB – July 18, 2013 – Courtland Capital Inc. (NEX: CTD.H) (the "**Corporation**"), is pleased to announce that it has successfully completed its application for revocation of its cease trade orders issued by both the Alberta Securities Commission ("**ASC**") and the British Columbia Securities Commission ("**BCSC**").

Item 5 Full Description of Material Change

Full details are set out in the attached news release.

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

N/A

Item 7 Omitted Information

N/A

Item 8 Executive Officer

Richard Grass, President, Chief Executive Officer and Chief Financial Officer
(403) 899-3549

Item 9 Date of Report

DATED this 18th day of July, 2013

COURTLAND CAPITAL INC.

NEWS RELEASE

COURTLAND CAPITAL INC. ANNOUNCES REVOCATION OF CEASE TRADE ORDERS

Calgary, AB – July 18, 2013 – Courtland Capital Inc. (NEX: CTD.H) (the "**Corporation**"), is pleased to announce that it has successfully completed its application for revocation of its cease trade orders issued by both the Alberta Securities Commission ("**ASC**") and the British Columbia Securities Commission ("**BCSC**"). The cease trade orders were issued due to the failure of the Corporation to file with the ASC and the BCSC a comparative financial statement for its financial period ended March 31, 2011 within the time periods set out in securities legislation. Due to delays associated with obtaining accounting records from the Corporation's former subsidiary, ForceLogix Inc. and delays associated with the required U.S. and Canadian tax filings of the Corporation, the Corporation also was unable to file its annual audited financial statements for the financial period ended March 31, 2012 and the subsequent interim financial statements for the 3, 6 and 9 month quarters for the 2012 fiscal year within the time periods set out in securities legislation.

The Company has now filed all of its previously due financial statements up to the most recent quarterly interim statements for the nine month period ended December 31, 2012 and all related Management's Discussion and Analysis. The Company is now up to date in its continuous disclosure obligations and has an up to date SEDAR profile and SEDI issuer profile. The Corporation will be filing its annual audited financial statements for the fiscal period ended March 31, 2013 and the related Management's Discussion and Analysis on or before July 29, 2013 in accordance with National Instrument 51-102 *Continuous Disclosure Obligations*.

The directors of the Corporation are Richard Grass, Gene Maher and Kris Norman. All of the directors sit on the Audit Committee, which is the sole constituted committee of the Board. Richard Grass is the President, Chief Executive Officer and Chief Financial Officer of the Corporation.

The Corporation is listed on the NEX of the TSX Venture Exchange (the "**Exchange**") and its common shares remain suspended from trading subject to a satisfactory re-activation review by the Exchange. The Corporation has no active operations or business following the disposition of its wholly owned subsidiary, ForceLogix Inc, in February, 2011. The Corporation is currently seeking opportunities to acquire assets or a business so that it can meet the minimum listing requirements of the Exchange and reactivate its listing on the Exchange.

The Corporation has undertaken to the ASC that it will hold an annual general meeting on or before September 28, 2013. The Corporation will be applying to the British Columbia Registrar of Corporations to allow it to extend time to hold its annual general meeting.

For further information, please contact Rick Grass at (403) 899-3549 or grass@xplornet.com.

"Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release. This news release may contain forward-looking statements. Forward-looking statements address future events and conditions and therefore, involve inherent risks and uncertainties. Actual results may differ materially from those currently anticipated in such statements. Such information is subject to known and unknown risks, uncertainties and other factors that could influence actual results or events and cause actual results or events to differ materially from those stated, anticipated or implied in the forward-looking information. Readers are cautioned not to place undue reliance on forward-looking information, as no assurances can be given as to future results, levels of activity or achievements."