

51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

CounterPath Corporation (the "Company")
300 – 505 Burrard Street
Vancouver, BC V78X 1M3

Item 2 Date of Material Change

January 9, 2020

Item 3 News Release

The news release was disseminated through Accesswire on January 9, 2020.

Item 4 Summary of Material Change

On January 9, 2020, the Company announced that it has partnered with Honeywell to create Smart Talk -- a new Unified Communications (UC) software solution that enables organizations to streamline communications, increase productivity, and enhance customer experiences by allowing mobile workers to connect and collaborate on the devices they already use in their daily operations. Smart Talk empowers workers in environments such as stores, hospitals, trucks and distribution centers using mobile devices with voice capabilities to make voice over internet protocol (VoIP) calls, have push-to-talk conversations, send instant messages to one or a group of colleagues, launch video calls and more. The all-in-one communication solution gives instant mobile communication capabilities to workers, allowing them to better serve customers on-demand, where they are, providing immediate customer service to better improve profitability.

The global rugged tablet market is projected to reach US\$946 million by 2025 ¹, exhibiting a CAGR of 5.9% during the forecast period (2018-2025). In a predominantly mobile workforce, providing a communication solution, such as Honeywell Smart Talk, with voice, video and messaging communications enhances collaboration among employees, and increases customer satisfaction and overall sales. This effectively leads to an increase in ROI for the organization, while also simplifying and streamlining communications across teams.

Honeywell Smart Talk includes advanced security features that secure messages and provide voice and video calling encryption, ensuring worker communications are protected. The software integrates with all major call servers, PBX business telephone systems, and VoIP services, allowing enterprises of all sizes to overlay existing hosted or premise-based infrastructure-future-proofing their investment.

Honeywell and the Company will offer live demonstrations of the software-based solution at booth #4918 at the [National Retail Federation's \(NRF's\) Big Show](#), which takes place on January 12-14, 2020, in New York City.

¹ Fortune Business Insights, April 2019: <https://www.fortunebusinessinsights.com/industry-reports/rugged-tablet-market-100168>.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

A full description of the material change is described in Item 4 above and in the news release dated January 9, 2020 which has been filed on SEDAR.

5.2 Disclosure for Restructuring Transactions

N/A

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

N/A

Item 7 Omitted Information

None

Item 8 Executive Officer

David Karp, Chief Executive Officer, (604) 320-3344 ext 1110

Item 9 Date of Report

January 13, 2020