

DEMOCRASOFT, INC.

50 Old Courthouse Sq, Suite 300, Santa Rosa, CA 95404

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
To Be Held June 29th, 2011**

To our Stockholders:

You are cordially invited to attend the 2011 Annual Meeting of Stockholders (hereinafter, "the Annual Meeting") of Democrasoft (hereinafter, "the Company"), a Delaware corporation, which will be held at **The Hyatt Vineyard Creek Hotel, Chalk Hill Room, 170 Railroad Street, Santa Rosa, California 95401 on June 29th, 2011, at 10:00 a.m.**, Pacific Time, or at any and all adjournments thereof, for the purpose of:

1. Electing the Company's Board of Directors (hereinafter, "the Board"); and
2. To transact such other business as may properly come before the meeting or any adjournment or postponement thereof.

The Board has fixed the close of business on April 21st 2011 as the record date for determining those stockholders who will be entitled to notice of, and to vote at, the Annual Meeting. The stock transfer books will not be closed between the record date and the date of the meeting.

Representation of at least one third of the outstanding shares of the Company's Common Stock entitled to vote, whether present in person or represented by proxy, is required to constitute a quorum. Accordingly, it is important that your shares be represented at the meeting. **THE PROMPT RETURN OF PROXIES WILL SAVE DEMOCRASOFT THE EXPENSE OF FURTHER REQUESTS IN ORDER TO OBTAIN A QUORUM. WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING, PLEASE COMPLETE, DATE AND SIGN THE ENCLOSED PROXY CARD AND RETURN IT IN THE ENCLOSED ENVELOPE.** Your proxy may be revoked, in writing, at any time prior to the time it is voted. You may also revoke your proxy by attending the meeting and voting in person.

The financial statements of the Company for the most recently completed fiscal year ended December 31, 2010 are contained in the accompanying Annual Report.

Please read the proxy materials carefully. Your vote is important and the Company appreciates your cooperation in considering and acting on the matters presented.

Very truly yours,

Richard Lang
Chairman of the Board of Directors,
President and Chief Executive Officer

Santa Rosa, California
April 21, 2011