

**FORM 51-102F3
MATERIAL CHANGE REPORT**

1. Name and Address of Company

Ventripoint Diagnostics Ltd. (the "**Company**")
2 Sheppard Ave. E.
Suite 605
Toronto, ON M2N 5Y7

2. Date of Material Change

November 2, 2020.

3. News Release

On November 3, 2020, a news release was issued and disseminated through the facilities of a recognized newswire service.

4. Summary of Material Change

The material change is fully described in the Company's press release which is attached as Schedule "A" and is incorporated herein.

5. Full Description of Material Change

A description of the material change is contained under Item 4.

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

The report is not being filed in reliance on section 7.1(2) of National Instrument 51-102.

7. Omitted Information

No information has been omitted.

8. Executive Officer

The name of the executive officer of the Company who is knowledgeable about the material change and this report is:

Dr. George Adams, Chief Executive Officer
Tel: (519) 803-6937
Email: gadams@ventripoint.com

9. Date of Report

November 3, 2020.

SCHEDULE "A"
PRESS RELEASE



Ventripoint Engages Oak Hill Financial Inc. to Provide Investor Relations Services and Approval of Warrant Amendment

Toronto, Ontario – The Newswire – November 3, 2020- Ventripoint Diagnostics Ltd. ("Ventripoint" or the "Company"), (TSXV:VPT) is pleased to announce that, subject to TSXV approval, it has engaged Oak Hill Financial Inc. ("Oak Hill"), a Toronto-based investor relations firm, to provide market awareness and investor relations services to the Company in compliance with TSXV policies. Jonathan Robinson is a partner with Oak Hill and will be responsible for activities related to Ventripoint.

Oak Hill is a leading investor and financial advisory firm specializing in small cap companies. Oak Hill will increase awareness about Ventripoint through its established relationships with investment professionals, investment advisors, and money managers focused on the small- and micro-cap market space. This will allow the Company to build and maintain an informed investor audience in the Canadian marketplace.

Oak Hill will receive C\$6,500 per month during the initial three-month term of the agreement. The Company has also agreed to a one-time grant of 500,000 incentive stock options (the "Options") exercisable at a price of C\$0.11 share exercisable for a period of 18 months. The Options will be subject to the terms of the Company's stock option plan and will vest in accordance with the provisions therein and the policies of the TSX-V.

Oak Hill currently has no direct or indirect interest in the securities of Ventripoint, or any right or intent to acquire such an interest except pursuant to the exercise of the above referenced Options.

The appointment of Oak Hill as an investor relations consultant of Ventripoint and the granting of the Options remain subject to regulatory acceptance of applicable filings with the TSXV.

In other news, The Company has received final approval from the TSXV to amend the exercise price of common share purchase warrants originally issued on October 2, 2019.

An aggregate of 4,687,132 million warrants were initially issued at an exercise price of \$0.175 per common share in connection with a private placement financing (see News Release on Oct 2, 2019). The exercise price of the warrants has been amended to \$0.115 per share. All other provisions of the warrants will remain the same and all warrants will still expire on October 2, 2022.

Neither the TSXV nor its Regulation Services Provider (as that term is defined in the policies of the TSXV) accepts responsibility for the adequacy or accuracy of this news release.

About Ventripoint Diagnostics Ltd.

Ventripoint has become an industry leader in the application of AI (Artificial Intelligence) to echocardiography. Ventripoint's VMS products are powered by its proprietary KBR technology, which is the result of a decade of development and provides accurate volumetric cardiac measurements equivalent to MRI. This affordable, gold-standard alternative allows cardiologists greater confidence in the management of their patients. Providing better care to patients serves as a springboard and basic standard for all of Ventripoint's products that guide our future developments. In addition, VMS+ is versatile and can be used with all ultrasound systems from any vendor supported by regulatory market approvals in the U.S., Europe and Canada.

For further information, please contact:

Mr. Peter Weichler, Director
Email: peter@weichler.ca

Or

Mr. Jonathan Robinson
Email: JRobinson@oakhillfinancial.ca
Phone: (416) 669-1001

Neither the 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 news release.

Forward Looking Statements

This news release contains forward-looking statements and forward-looking information within the meaning of applicable securities laws. The use of any of the words "expect", "anticipate", "continue", "estimate", "objective", "ongoing", "may", "will", "project", "should", "believe", "plans", "intends" and similar expressions are intended to identify forward-looking information or statements. The forward-looking statements and information are based on certain key expectations and assumptions made by the Company. Although the Company believes that the expectations and assumptions on which such forward-looking statements and information are based are reasonable, undue reliance should not be placed on the forward-looking statements and information because the Company can give no assurance that they will prove to be correct.

Since forward-looking statements and information address future events and conditions, by their very nature they involve inherent risks and uncertainties. Actual results could differ materially from those currently anticipated due to a number of factors and risks. Factors which could materially affect such forward-looking information are described in the risk factors in the Company's most recent annual management's discussion and analysis that is available on the Company's profile on SEDAR at www.sedar.com. Readers are cautioned that the foregoing list of factors is not exhaustive. The forward-looking statements included in this news release are expressly qualified by this cautionary statement. The forward-looking statements and information contained in this news release are made as of the date hereof and the Company undertakes no obligation to update publicly or revise any forward-looking statements or

information, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws.