

**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

December 17, 2021.

3. News Release

On December 20, 2021, 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

December 20, 2021.

SCHEDULE "A"
PRESS RELEASE

Ventripoint Appoints Randy AuCoin to Board of Directors

Toronto, Ontario – The Newswire – December 20, 2021 - Ventripoint Diagnostics Ltd. ("**Ventripoint**" or the "**Company**"), (TSXV:VPT; OTC:VPTDF) is pleased to announce that Randy AuCoin has joined the Ventripoint Board of Directors.

"We are thrilled to have Randy AuCoin join the Board of Directors and utilize his extensive experience in the development and commercialization of medical ultrasound and electrophysiology devices", stated Dr. George Adams, Executive-Chairman of Ventripoint.

Since 2013, Randy AuCoin has been the CEO of Exact Imaging, which is the world leader in high-frequency ultrasound applied to the early detection of prostate cancer. Randy has raised over \$50 million of venture capital, and has had progressively more senior roles in Quinton Electrophysiology Corporation, DICOMIT, VisualSonics Inc. and Imagistx Inc. Randy is well versed in all aspects of a medical device company from operations to sales and marketing to governance.

The Company will benefit from Randy's deep sector expertise and connections.

"I have watched Ventripoint for many years as they navigated the complex process of bringing a new technology and products into clinical medical practice. I look forward to assisting them to grow the adoption of the VMS+ family of novel products and becoming the stand-of-care for cardiac ultrasound diagnostics," commented Randy AuCoin.

The company is also announcing the resignation of Peter Weichler from the Board of Directors. Peter will continue to be a consultant to the Company on Investor Relations matters. The Board wishes to thank Peter for his service as a Director to the Company for the last two years.

"I want to personally thank Peter for joining the Board and allowing the Company to re-structure for the success it is now enjoying," stated, Dr. George Adams, Executive-Chairman of Ventripoint.

The Company has awarded Randy 500,000 options at an exercise price of \$.40 with a term of 10 years and vesting annually over 5 years.

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:

Dr. George Adams

gadams@ventripoint.com
519-803-6937

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.