

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

1. Name and Address of Company

Ventripoint Diagnostics Ltd. (the "**Company**")
18 Hook Avenue, Unit 101
Toronto, ON
M6P 1T4

2. Date of Material Change

December 3, 2025.

3. News Release

On December 3, 2025, 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, Executive Chairman, Director
Tel: (519) 803-6937
Email: gadams@ventripoint.com

9. Date of Report

December 3, 2025.

SCHEDULE "A"
PRESS RELEASE



Ventripoint Diagnostics Announces Appointment of David Swetlow as Chief Financial Officer

New CFO appointment strengthens Ventripoint's leadership team and supports global rollout of AI-powered VMS+™ cardiac imaging platform.

Toronto, Ontario (December 3, 2025) - Ventripoint Diagnostics Ltd. ("**Ventripoint**", "**VPT**" or the "**Company**"), (TSXV:VPT; OTC:VPTDF) a leader in AI-enhanced cardiac imaging solutions, today announced the appointment of David Swetlow, CPA, CA, iGP as Chief Financial Officer ("**CFO**"), effective immediately. This appointment represents an important step in strengthening Ventripoint's leadership team as the Company embarks on its new commercial strategic vision and transitions into its growth phase.

Mr. Swetlow brings extensive senior management, financial and public company leadership experience from various roles across high-growth medical technology and innovative life science companies, including Sernova, Ondine, Protox, HealthPricer, One Person Health, QLT and Xillix, with a track record of building and executing robust capital markets strategies; company scale up, product launch and commercialization strategies success; driving and evolving financial systems, reporting, and operational performance for next stage growth; strategic relationship management; and enhancing corporate governance. His broad expertise will be instrumental to positioning VPT to achieve the next stage of VMS+ platform market adoption success and expansion abroad.

"This is a pivotal moment for Ventripoint," said Hugh MacNaught, President & CEO of Ventripoint Diagnostics. "David's leadership will play a vital role as we execute on a refreshed commercial strategy designed to scale our technology and platform, strengthen our global partnerships, and position the company for new markets and revenue growth.

As Ventripoint moves into this next stage, the Company also extends its appreciation to Jimmy Jeon, who has resigned as CFO and Marelli Services for their valuable support to date. Their contributions have helped provide stability and continuity through a period of important transition.

As CFO, Mr. Swetlow will oversee financial strategy, capital markets, financial reporting and operations, working closely with the executive team and Board of Directors as VPT advances commercialization efforts in the U.S., Canada, Europe, the UK, and other priority markets.

"The VMS+™ technology platform stands at the forefront of cardiac imaging innovation, harnessing and leveraging the convergence of AI with imaging diagnostics to enable what hasn't previously been readily accomplishable cost effectively in the healthcare ecosystem, nor in a near to real-time manner to enhance care and reduce the anxious wait times for at-risk cardiac patients to find out further answers" said Mr. Swetlow. "I am excited to join Ventripoint at this critical juncture to evolve the financial and commercial foundations needed to scale and make this technology globally available for current and expanded indications."

This appointment represents another foundational step in building a high-performance leadership team capable of guiding VPT through its scale up phase. With a renewed commercial focus and a rapidly growing global interest in the Company's VMS+ cardiac imaging solution, the addition of an experienced public company life sciences industry CFO strengthens Ventripoint's ability to deliver on its strategic priorities and realize on opportunities ahead.

The Board of Directors has awarded Mr. Swetlow 1,000,000 options exercisable at \$0.11 with a term of 10 years and vesting over 12 months.

In other news, the Company wishes to correct the news release of September 3, 2025 as the insider reported to have invested \$105,000 has been determined not to be an insider of the company.

About Ventripoint Diagnostics Ltd.

Ventripoint is an industry leader in the application of AI (Artificial Intelligence) to echocardiography. Ventripoint's VMS products are powered by its proprietary Knowledge Based Reconstruction 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:

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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.