

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Vitalhub Corp. (the “**Issuer**”)
1 Valleybrook Drive, Suite 206
Toronto, Ontario
M3B 2S7

Item 2 Date of Material Change

The material change occurred on December 7, 2017.

Item 3 News Release

A press release in connection with the material change was issued on December 7, 2017 through Canadian newswires and filed on www.sedar.com under the Issuer’s profile and is attached hereto as Schedule “A”.

Item 4 Summary of Material Change

The issuer has completed a brokered private placement (the “**Offering**”) of unsecured debentures (the “**Debentures**”) at a purchase price of \$100 per Debenture for gross proceeds of \$2,219,000. Purchasers of Debentures also received common shares of the Issuer (the “**Bonus Shares**”) equal to 20% of the face value of the Debentures, divided by \$0.15, for a total issuance of 2,951,270 Bonus Shares to purchasers of Debentures.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Full details of the transaction are available in the press release attached hereto.

5.2 Disclosure for Restructuring Transactions

Not applicable

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

Not applicable

Item 7 Omitted Information

Not applicable

Item 8 Executive Officer

For further information with respect to this report, please contact Mr. Dan Matlow, Chief Executive Officer of the Issuer at (416) 727-9061.

Item 9 Date of Report

December 11, 2017.

**Schedule “A”
Press Release**

**VITALHUB CORP. ANNOUNCES CLOSING OF \$2.21M PRIVATE
PLACEMENT OF UNSECURED DEBENTURES**

TORONTO, ONTARIO – December 7, 2017 – VITALHUB CORP. (TSXV: VHI) (the “**Company**” or “**Vitalhub**”), is pleased to announce that it has completed the previously announced brokered private placement of \$2,219,000 aggregate principal amount of unsecured debentures of the Company (the “**Debentures**”) at a price of \$100 per Debenture (the “**Offering**”). Purchasers of Debentures also received common shares of the Company (“**Bonus Shares**”) equal to 20% of the face value of the Debentures such purchaser subscribed for, divided by \$0.15, for a total issuance of 2,951,270 Bonus Shares to purchasers of Debentures.

The Debentures bear interest from the date of issue at 12.0% per annum, payable semi-annually in arrears. The Debentures will mature on December 7, 2020, three years after the date of issue (the “**Maturity Date**”).

Beginning one year after the date of issue, the Company has the right to redeem the Debentures then outstanding, in whole or in part, at a premium of 5% to the face value of the Debentures.

Industrial Alliance Securities Inc. (the “**Agent**”), acting as the agent on behalf of Company, received a cash commission of \$153,405, equal to 7.5% of the gross proceeds of the Offering, except for such proceeds derived from subscriptions referred directly by the Corporation (the “**President’s List**”) for which the commission payable was equal to 1.5%. The Agent also received 1,022,700 compensation options (“**Agent Options**”) equal to 7.5% of that number of common shares of the Company that would be issued if the principal amount of Debentures issued pursuant to the Offering converted into common shares at a price per share of \$0.15, except for those Debentures issued to the President’s List for which the percentage is 1.5%. Each Agent Option is exercisable into one common share of the Company at a price per share of \$0.18 for a period of 24 months from the date of issue. The Agent was also paid a work fee equal to \$20,000.

The Company intends to use the net proceeds of the Offering for general working capital purposes.

All securities issued in connection with the Offering, which includes certain insider participation, are subject to a four month hold period expiring April 8, 2018.

About VitalHub

VitalHub delivers an innovative platform for the creation of mobile health applications that increases productivity within healthcare settings. The VitalHub platform provides

the ability to integrate existing individual healthcare applications while maintaining the control, security and privacy essential in healthcare. VitalHub's applications are focused on the fast-growing mental health and long term care markets and the company plans to strategically acquire and grow business in these areas. Currently over 50 healthcare institutions across Canada use products from VitalHub and its subsidiaries.

VitalHub is based in Toronto, ON, and publicly traded on the TSX Venture Exchange:
VHI

For further information please contact:

Dan Matlow
Chief Executive Officer, and Director

(416) 727-9061
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Cautionary Statements

The TSX Venture Exchange has in no way passed upon the merits of the transactions and has neither approved nor disapproved the contents of this press release. 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 press release.