

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Vitalhub Corp. (the “**Company**”)
480 University Avenue
Suite 1001
Toronto, Ontario
M5G 1V2

Item 2 Date of Material Change

The material change occurred on November 17, 2020.

Item 3 News Release

A press release in connection with the material change was issued on November 17, 2020, through Canadian newswires and filed on www.sedar.com under the Company’s profile and as attached hereto as Schedule “A”.

Item 4 Summary of Material Change

The Company closed a bought deal offering of the sale of 5,860,775 common shares in the capital of the Company (the “**Common Shares**”) at a price of \$2.90 per Common Share for total gross proceeds of approximately \$17 million (the “**Offering**”). The Offering was conducted by a syndicate of underwriters led by Cormark Securities Inc. and including Canaccord Genuity Corp., Beacon Securities Limited, Eight Capital and Paradigm Capital Inc. (collectively, the “**Underwriters**”). The Offering included 688,275 Common Shares issued pursuant to the exercise of a portion of the over-allotment option granted to the Underwriters. The Common Shares were qualified for distribution by a short form prospectus in the provinces of Ontario, British Columbia and Alberta.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

See the attached news releases of the Company for a full description of the material change.

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 Dan Matlow, Chief Executive Officer of the Company at (416) 727-9061.

Item 9 Date of Report

November 18, 2020.

Schedule “A”

VitalHub Corp. Closes \$17 Million Bought Deal Public Offering

Not for distribution to United States newswire services or for dissemination in the United States

TORONTO, ONTARIO – November 17, 2020 – VitalHub Corp. (the “**Company**” or “**VitalHub**”) (TSXV: VHI) is pleased to announce it has closed its previously announced bought deal offering pursuant to a press release dated October 26, 2020. A total of 5,860,775 common shares of VitalHub (the “**Common Shares**”) were sold at a price of \$2.90 per Common Share for total gross proceeds of approximately \$17 million (the “**Offering**”). The Offering was conducted by a syndicate of underwriters led by Cormark Securities Inc. and including Canaccord Genuity Corp., Beacon Securities Limited, Eight Capital and Paradigm Capital Inc. (collectively, the “**Underwriters**”). The Offering included 688,275 Common Shares issued pursuant to the exercise of a portion of the over-allotment option granted to the Underwriters. The Common Shares were qualified for distribution by a short form prospectus in the provinces of Ontario, British Columbia and Alberta.

The net proceeds of the Offering will be used for growth initiatives, working capital and general corporate purposes. The Company's growth initiative is focused on the acquisition of third-party enterprises in the health care industry which provide synergistic opportunities for the Company.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. This press release does not constitute an offer of securities for sale in the United States. The securities being offered have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, and such securities may not be offered or sold within the United States absent registration under U.S. federal and state securities laws or an applicable exemption from such U.S. registration requirements.

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

ABOUT VITALHUB CORP.

Software for Health and Human Services providers designed to simplify the user experience & optimize outcomes. VitalHub provides technology to Health and Human Services providers including; Hospitals, Regional Health Authorities, Mental Health, Long Term Care, Home Health, Community and Social Services. VitalHub solutions span the categories of Electronic Health Record (EHR), Case Management, Care Coordination, Patient Flow & Operational Visibility, and DOCit Mobile Apps.

The Company has a robust two-pronged growth strategy, targeting organic growth opportunities within its product suite, and pursuing an aggressive M&A plan. Currently, VitalHub serves 275+

clients across Canada, USA, UK, Australia, Qatar, and Latvia. VitalHub is based in Toronto, Canada, with an offshore development hub in Sri Lanka. The Company is publicly traded on the TSX Venture Exchange under the symbol “VHI”.

FORWARD-LOOKING STATEMENTS

Certain statements contained in this news release may constitute “forward-looking information” or “financial outlook” within the meaning of applicable securities laws that involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking information or financial outlook. Often, but not always, forward-looking statements can be identified by the use of words such as “plans”, “is expected”, “expects”, “scheduled”, “intends”, “contemplates”, “anticipates”, “believes”, “proposes” or variations (including negative variations) of such words and phrases, or state that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved. Such statements are based on the current expectations of the management of each entity and are based on assumptions and subject to risks and uncertainties. Although the management of each entity believes that the assumptions underlying these statements are reasonable, they may prove to be incorrect. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. No forward-looking statement can be guaranteed. Except as required by applicable securities laws, forward-looking statements speak only as of the date on which they are made and the Company undertakes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise.

CONTACT INFORMATION

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