

**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 October 30, 2024.

**Item 3 News Release**

A press release in connection with the material change was issued on October 30, 2024, through Canadian newswires and filed on [www.sedarplus.ca](http://www.sedarplus.ca) under the Company’s profile and as attached hereto as Schedule “A”.

**Item 4 Summary of Material Change**

The Company acquired Strata Health Solutions Inc. (“**Strata Health**”), a leading provider of patient flow solutions internationally. The Company has acquired Strata Health for total up-front consideration of C\$32.3 million, plus potential performance-based consideration. The purchase price paid at closing was comprised of a cash payment of C\$18.6 million and the issuance of 1,480,726 common shares of the Company. The maximum amount payable under the all-cash performance-based earn-out is C\$4.5 million over the period from closing to June 30, 2027.

**Item 5 Full Description of Material Change**

**5.1 Full Description of Material Change**

See the attached news release 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 15, 2024.



## VitalHub Announces Acquisition of Strata Health

TORONTO, Oct. 30, 2024 -- VitalHub Corp. (TSX: VHI) (OTCQX: VHIBF) (the "Company" or "VitalHub") is pleased to announce that it has acquired (the "Acquisition") Strata Health Solutions Inc. ("Strata Health"), a leading provider of patient flow solutions internationally.

Based in Canada, Strata Health designs, builds, and deploys software that improves access and navigation to care. Strata Health has over 80 health system partners and works with over 500 hospitals to provide over 800,000 patient transitions annually. The company serves customers in Canada, the UK, the US, and New Zealand with offices internationally.

Strata Health extends VitalHub's solution set into the electronic referral market, a large and growing market opportunity internationally. Poor transitions of care result in fragmented delivery, unsatisfactory patient outcomes, and billions of dollars of inefficient healthcare system spend annually. Strata Health's digital suite solves for these problems with solutions like electronic referral, waitlist management, and placement automation.

VitalHub has acquired Strata Health for total up-front consideration of C\$32.3 million, plus potential performance-based consideration. The purchase price paid at closing was composed of a cash payment of C\$18.6 million and the issuance of 1,480,726 common shares of VitalHub. The maximum amount payable under the all-cash performance-based earn-out is C\$4.5 million over the period from closing to June 30, 2027.

For the 12-month period ending June 30, 2024, Strata Health had estimated total revenue of C\$12.7 million. As at the acquisition closing date of October 29, 2024, Strata Health had Annual Recurring Revenue of approximately C\$12.3 million.

"We are excited to announce our 20<sup>th</sup> and largest acquisition to-date of Strata Health," said Dan Matlow, CEO of VitalHub. "We have seen Strata Health grow over the years and believe there is an incredible opportunity to expand electronic referral solutions internationally and to better serve our combined group of healthcare partners."

"We are thrilled to be joining the VitalHub team and look forward to enhancing our product and market roadmap with the support of the VitalHub platform," said Peter Smith, President and CEO of Strata Health. "This collaboration will allow us to offer a more comprehensive solution for our customers that will improve healthcare processes internationally."

B.C. Ziegler and Company, a healthcare specialty investment bank, served as financial advisor to Strata Health Solutions for the transaction.

### About Strata Health

Founded in 2002, Strata Health is a leading provider of transitions of care technology internationally. With offices in Canada, the US, and the UK, Strata Health is partnered with over 80 health systems and 500 hospitals and has optimized over 17 million transitions of care worldwide. Using digital tools and automated workflows, Strata Health's platform empowers care coordinators to orchestrate safe, seamless, and efficient transitions across the care continuum. More information can be found on the company webpage at [www.stratahealth.com](http://www.stratahealth.com).

### About VitalHub

Software for Health and Human Services providers designed to simplify the user experience and optimize outcomes.

VitalHub is a leading software company dedicated to empowering Health and Human Services providers. Our clients include hospitals, regional health authorities, mental health and addictions services providers for children and adults, long-term care facilities, home health agencies, correctional services, and community and social services providers.

VitalHub's comprehensive suite of SaaS solutions include:

- Electronic Health Record (EHR), Case Management, Care Coordination, and Optimization
- Patient Flow, Operational Visibility, and Patient Journey Optimization
- Workforce Automation & Compliance

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 more than 1,000 clients across Canada, USA, UK, Australia, the Middle East, and Europe.

VitalHub is based in Toronto, Canada, with an offshore development hub in Sri Lanka. The VitalHub team comprises more than 400 team members globally. The Company is publicly traded on the Toronto Stock Exchange (TSX) under the symbol "VHI" and on the OTC Markets OTCQX Exchange under the symbol "VHIBF".

<https://www.vitalhub.com/>

## Contact Information

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## Cautionary Statement

This news release contains "forward-looking information" within the meaning of Canadian securities legislation. Forward-looking information generally refers to information about an issuer's business, capital, or operations that is prospective in nature, and includes future-oriented financial information about the issuer's prospective financial performance or financial position.

The forward-looking information in this news release includes reference to disclosure about the terms of the Acquisition, about Strata Health, including its historical revenue and about potential synergies among existing offerings as well the potential for the international application of Strata Health's solutions. VitalHub made certain material assumptions, including but not limited to: prevailing market conditions; general business, economic, competitive, political and social uncertainties; and the ability of VitalHub and Strata Health to execute and achieve their business objectives, to develop the forward-looking information in this news release. There can be no assurances that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

Actual results may vary from the forward-looking information in this news release due to certain material risk factors. These risk factors include, but are not limited to: adverse market conditions; the inability of VitalHub and Strata Health to successfully integrate operations; reliance on key and qualified personnel; and regulatory and other risks associated with the medical and technology industries in general. The foregoing list of material risk factors and assumptions is not exhaustive.

VitalHub assumes no obligation to update or revise the forward-looking information in this news release, unless it is required to do so under Canadian securities legislation.