

**Form 51-102F3
Material Change Report**

Item 1 Name and Address of Company

VIQ Solutions Inc. (“VIQ”)
5915 Airport Road, Suite 700
Mississauga, Ontario
L4V 1T1

Item 2 Date of Material Change

November 22, 2017

Item 3 News Release

A news release was disseminated on November 22, 2017 through GlobeNewswire. A copy of the news release is attached hereto as Schedule “A”.

Item 4 Summary of Material Change

VIQ announced closing of its previously announced its non-brokered private placement (the “**Non-Brokered Offering**”) and its brokered private placement led by Echelon Wealth Partners Inc (the “**Brokered Offering**”, and together with the Non-Brokered Offering, the “**Private Placements**”). VIQ issued an aggregate of 16,373,446 units (“**Units**”) at a price of \$0.30 per Unit for gross proceeds of approximately CDN\$4.9 million in the Private Placements.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

See the news release attached hereto as Schedule “A”.

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Mr. Sebastien Paré
Chief Executive Officer
Phone: 905-948-8266

Item 9 Date of Report

November 22, 2017

Schedule "A"



VIQ Solutions Announces Closing of Private Placement

TORONTO, Nov. 22, 2017 -- VIQ Solutions Inc. ("**VIQ**", or the "**Company**") (TSX Venture:VQS), a global expert providing a cybersecurity protected technology and service platform, is pleased to announce that, further to its news releases dated November 2, 2017, and November 15, 2017 it has successfully closed both its non-brokered private placement (the "**Non-Brokered Offering**") and its brokered private placement led by Echelon Wealth Partners Inc (the "**Brokered Offering**", and together with the Non-Brokered Offering, the "**Private Placements**").

The Company issued an aggregate of 16,373,446 units ("**Units**") at a price of \$0.30 per Unit for gross proceeds of approximately CDN\$4.9 million in the Private Placements. In addition to the November 15, 2017 press release announcing the issuance of 11,022,281 Units pursuant to the Non-Brokered Offering, an additional 466,666 Units of the Non-Brokered Offering were issued for gross proceeds of \$140,000 to bring the total gross proceeds for the Non-Brokered Offering to CDN\$3.4 million, exceeding its original goal. For the Brokered Offering, 4,884,499 units were issued for gross proceeds of approximately CDN\$1.5 million.

Each Unit consists of one common share in the capital of the Company ("**Common Share**") and one half of one common share purchase warrant (each whole common share purchase warrant being a "**Warrant**"). Each Warrant entitles the holder to purchase one Common Share at a price of \$0.39 for a period of eighteen (18) months from the date of issuance, being November 15, 2017 for the Non-Brokered Offering and November 22, 2017 for the Brokered Offering and the additional units of the Non-Brokered Offering.

In connection with the Brokered Offering the Company paid the Agent a cash commission of CDN\$102,574 and issued to the Agent an aggregate of 341,915 warrants (the "**Broker Warrants**"). Each Broker Warrant entitles the Agent to acquire one Unit of the Company at an exercise price of \$0.30 for a period of eighteen (18) months following the closing date of the Brokered Offering. Each Warrant issued under the Units is exercisable into one Common Share of the Company for a period of eighteen (18) months following the closing date of the Brokered Offering at a price of \$0.39 per Share, subject to adjustment in certain events.

The securities being issued pursuant to both the Non-Brokered Offering and the Brokered Offering will be subject to a hold period expiring four months and one day from the date of issuance in accordance with applicable Canadian securities law and subject to final approval of the TSX Venture Exchange upon filing standard documentation.

VIQ intends to use the net proceeds of the Offerings to accelerate market delivery of its artificial intelligence platform, AI Assist™. With significant estimated spend for Analytics and Artificial Intelligence ("**AI**") in the next five years by government agencies mainly in public safety, intelligence and medical, AI is a game changer for VIQ clients. We will be providing to our customers for the first time to search, analyze, and gain actionable insights from digital media data that will aid quality assurance, decision support, operational excellence, and proactive prevention. VIQ's end-to-end platform enables our clients to marry the power of AI with full data capture and management in an ultra-secure and collaborative environment. The next growth in digital content and AI is the application of AI to real world challenges via added value services. This is exactly what VIQ is doing with its AI Assist™ strategic initiative starting with several existing VIQ public safety, intelligence, medical and judicial customers.

For further information: Peter Kostandenou, VIQ Solutions, (905) 948-8266 ext. 213, email: pkostandenou@viqsolutions.com

About VIQ Solutions Inc.

VIQ Solutions is the leading technology and service platform provider for digital evidence capture and content management. Our secure modular software allows customers to onboard the VIQ platform at any stage of their organization's digitization, from the capture of digital content from video and audio devices through to online collaboration, mobility, data analytics and integration with sensors, facial recognition, speech recognition and case management or patient record systems. VIQ's technology leads the industry in security, meeting the highest international standards for digital/cyber security and privacy, including military and medical regulations.

Our solutions are in use in over 20 countries with tens of thousands of users in over 200 government and private agencies including law enforcement, immigration, medical, legal, insurance, courts, transportation and transcription service providers. VIQ also provides end to end transcription services to several large government agencies through our Australia-based reporting and transcription partners. VIQ operates worldwide with partners like security integrators, audio-video specialists, and

hardware and data storage suppliers. Managing digital media evidence is what we do, and we do it better than anyone else.

For more information about VIQ Solutions, please visit www.viqsolutions.com.

Forward-looking Statements

Certain statements included in this news release constitute forward looking statements or forward looking information under applicable securities legislation. Such forward looking statements or information are provided for the purpose of providing information about management's current expectations and plans relating to the future. Readers are cautioned that reliance on such information may not be appropriate for other purposes. Forward looking statements or information typically contain statements with words such as "anticipate", "believe", "expect", "plan", "intend", "estimate", "propose", "project" or similar words suggesting future outcomes or statements regarding an outlook.

Forward looking statements or information in this news release for the purposes of applicable securities laws include, among others, statements regarding the Private Placements, the use of proceeds of the Private Placements and the operation and future performance of the Company. These forward-looking statements in this release are subject to numerous risks, uncertainties and other factors that may cause future results, performance or achievements to differ materially from those expressed or implied in such forward-looking statements.

The Company expressly disclaims any intention or obligation to update or revise any forward looking statements whether as a result of new information, future events or otherwise except as required by applicable securities legislation. The forward-looking statements or information contained in this news release are expressly qualified by this cautionary statement.

For more information on what is making the news at VIQ Solutions, please visit our website at www.viqsolutions.com/news.html.

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