

FORM 51-102F3
MATERIAL CHANGE REPORT

1. Name and Address of Company

VIQ Solutions Inc. (the "**Company**")
5915 Airport Road, Suite 700
Mississauga, Ontario L4V 1T1

2. Date of Material Change

September 15, 2021.

3. News Release

A news release dated September 15, 2021 was disseminated through the facilities of Business Wire and subsequently filed on the System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com.

4. Summary of Material Change

On September 15, 2021, the Company announced that it had closed its previously announced sale to certain institutional investors of an aggregate of 4,235,294 units of the Company (each, a "**Unit**") at a purchase price of US\$4.25 per Unit in a registered direct offering (the "**Offering**"). The aggregate gross proceeds to the Company were approximately US\$18 million, before deducting fees and other estimated Offering expenses.

5. Full Description of Material Change

5.1 Full Description of Material Change

On September 15, 2021, the Company announced that it had closed the Offering and issued an aggregate of 4,235,294 Units. The aggregate gross proceeds to the Company were approximately US\$18 million, before deducting fees and other estimated Offering expenses.

A.G.P./Alliance Global Partners acted as sole placement agent for the Offering.

Each Unit consists of one common share of the Company (a "**Common Share**") and one-half of one Common Share purchase warrant (each whole Common Share purchase warrant, a "**Warrant**"). Each Warrant entitles the holder thereof to purchase one Common Share at an exercise price of US\$5.00, subject to adjustment in certain circumstances. The Warrants will expire five years from the issuance date thereof (the "**Issuance Date**") and be exercisable beginning on the date that is six months following the Issuance Date.

The Company intends to use the net proceeds from the Offering for continuing development of product and service offerings, potential future acquisitions as well as working capital and general corporate purposes.

The Offering was made in the United States only under the Company's short form base shelf prospectus dated June 10, 2021 (the "**Base Shelf Prospectus**"), filed with the securities regulatory authorities in each of the provinces of Canada other than Quebec, and the corresponding registration statement on Form F-10 (the "**Registration Statement**") filed by the Company with the U.S. Securities and Exchange Commission ("**SEC**") under the U.S./Canada Multijurisdictional Disclosure System ("**MJDS**"). A prospectus supplement to the Base Shelf Prospectus was filed on a non-offering basis with applicable securities regulatory authorities in Canada and with the SEC as part of the Registration Statement under the MJDS.

5.2 Disclosure for Restructuring Transaction

Not applicable.

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

Not applicable.

7. Omitted Information

Not applicable.

8. Executive Officer

Sebastien Paré
Chief Executive Officer
Tel: 905-948-8266
Email: spare@viqsolutions.com.

9. Date of Report

September 15, 2021.