

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

Item 1 Name and Address of Company

Healthscreen Solutions Inc. (the “Company”)
80 Bloor Street West, Suite 1101
Toronto ON, M5S 2V1

Item 2 Date of Material Change

January 31, 2011

Item 3 News Release

News release attached as Schedule “A” was disseminated on February 1, 2011.

Item 4 Summary of Material Change

On February 1, 2011, the Company announced the appointment of Stewart Davis as Chief Operating Officer of the Company. The Company also announced that Teresa Brzozowski, the Company’s current Chief Operating Officer, and Anastasia Chodarcewicz, the Company’s Chief Financial Officer, will be leaving the Company, with both completing their transitions in the coming months. The Company also announced that it is late in filing its financial statements for the fiscal year ended September 30, 2010.

Item 5 Full Description of Material Change

See the attached news release.

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

N/A

Item 7 Omitted Information

N/A

Item 8 Executive Officer

Justin Belobaba, the Company’s Chief Executive Officer, is knowledgeable about the material change and this report. His business telephone number is 1-866-534-3627.

Item 9 Date of Report

February 2, 2011

SCHEDULE "A"

See Attached.



News Release

Healthscreen Announces Management Changes

Experiences Delay in Filing Financial Statements

TORONTO, ON - Feb 1, 2011 - Healthscreen Solutions Inc. (TSXV: MDU) ("Healthscreen"), Canada's leading provider of physician practice enhancement services and electronic medical record ("EMR") software, is pleased to announce that Mr. Stewart Davis has accepted the role of Chief Operating Officer. Mr. Davis has over thirty years of experience in the technology industry. He has extensive experience in all areas of business including finance, sales and marketing, operations, technology development and executive roles of chairman, CEO and president.

Ms. Teresa Brzozowski, Healthscreen's current Chief Operating Officer and Ms. Anastasia Chodarczewicz, Healthscreen's Chief Financial Officer, will be leaving the Company, with both completing their transitions in the coming months. Healthscreen would like to sincerely thank them for their service and wish them well in their future endeavours. The Company expects to fill the roles of Chief Financial Officer as well as a new role of Chief Information Officer within the next few months.

Due to administrative challenges, Healthscreen will be late in filing its financial statements for the fiscal year ended September 30, 2010, which were due on January 31, 2010. The Company expects to file these financial statements as soon as possible and in any event no later than February 11, 2010, failing which it will provide the appropriate updates on the status of this filing.

About Healthscreen Solutions Inc.:

Healthscreen Solutions Inc. (www.healthscreen.com) provides a comprehensive suite of practice enhancing products and services to increase physician productivity and revenue while reducing costs and improving patient care. The Company's portfolio includes billing and scheduling software, electronic medical records software, CallerMD which assists physicians in managing a range of uninsured medical services, PrevCareMD which helps physicians earn supplemental income by achieving government-set preventive care targets and HealthAlert which allows physicians to help their patients in managing complex healthcare issues. Healthscreen's services and software are used by over 5,000 full-time physicians who are responsible for the health care of more than five million Canadians.

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For more information, contact:

Justin Belobaba
Healthscreen Solutions Inc.
1-866-534-DOCS ext. 7015
belobaba@healthscreen.com

Disclaimer: Forward Looking Statements

This press release contains information that is forward looking information with respect to Healthscreen within the meaning of Section 138.4(9) of the Ontario Securities Act and other applicable securities laws. In some cases, forward-looking information can be identified by the use of terms such as "may", "will", "should", "expect", "plan", "anticipate", "believe", "intend", "estimate", "predict", "potential", "continue" or the negative of these terms or other similar expressions concerning matters that are not historical facts. In particular, statements about future revenues or profitability, including the estimated timing of profitability, and any other statements regarding Healthscreen's future expectations, beliefs, goals or prospects are or involve forward-looking information.

Forward-looking information is based on certain factors and assumptions. While the company considers these assumptions to be reasonable based on information currently available to it, they may prove to be incorrect. Forward-looking information, by its nature necessarily involves risks and uncertainties, including risks and uncertainties relating to government regulation and funding in the healthcare industry, financial and capital market risks, technology development and adoption, Healthscreen's ability to maintain its competitive position and effectively implement its acquisition strategy, liability for software malfunction, management of growth, and length of sales cycles. Additional risks and uncertainties affecting Healthscreen can be found in Healthscreen's 2009 Annual Report and Management's Discussion and Analysis for the Fiscal Year ended September 30, 2009 filed on SEDAR at www.sedar.com. If any of these risks or uncertainties were to materialize or if the factors and assumptions underlying the forward-looking information were to prove incorrect, actual results could vary materially from those that are expressed or implied by the forward-looking information contained herein. Readers are cautioned not to place undue reliance on these forward-looking statements that speak only as of the date hereof. Trading in the securities of Healthscreen should be considered highly speculative.

The TSX Venture Exchange has in no way approved nor disapproved the contents of this news release.