

FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

CardioComm Solutions, Inc.
259 Yorkland Road, Suite 200
North York, ON M2J 0B5

2. Date of Material Change

December 23, 2016

3. News Release

The news release announcing the material change was disseminated on December 28, 2016, through Transmedia Industries. The news release was also filed with the British Columbia, Alberta and Ontario Securities Commissions on SEDAR.

4. Summary of Material Change

CardioComm Solutions, Inc. closed its previously announced debt financing of \$600,000 and the first tranche of its previously announced equity financing for gross proceeds of \$500,000. The company also closed its previously announced shares for debt transaction, issuing 1,150,687 Shares to settle a debt to a service provider in the amount of \$69,041.20.

5.1 Full Description of Material Change

See attached news release.

5.2 Disclosure for Restructuring Transactions

N/A

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

Not applicable.

7. Omitted Information

No information has been intentionally omitted from this material change report.

8. Executive Officer

Etienne Grima, CEO, 1-877-977-9425

9. Date of Report

December 28, 2016



FOR: CARDIOCOMM SOLUTIONS, INC.
TSX VENTURE SYMBOL: EKG

December 28, 2016

CARDIOCOMM SOLUTIONS CONFIRMS CLOSING \$1.1 MILLION IN EQUITY AND DEBT FINANCING

Private placement remains open while the Company readies efforts for new initiatives in 2017

TORONTO, ONTARIO - CardioComm Solutions, Inc. (TSX VENTURE:EKG) (“CardioComm Solutions” or the “Company”) today announced that it has closed its previously announced debt financing of \$600,000 and the first tranche of its previously announced equity financing for gross proceeds of \$500,000. Under the terms of the debt financing, the Company has borrowed an aggregate of \$600,000 from four lenders. Lenders will be paid interest at a rate of 10% per year, payable in quarterly installments. The loan is secured against the Company’s assets. The loan may be retired at the Company’s discretion at any time after December 31, 2017 without penalty. The loan will be due to be retired December 31, 2018. As part of the debt financing, the Company issued an aggregate of 2,000,000 common shares of the Company (the “Shares”) at a price of \$0.06 per Share to the lenders as a bonus for having made the loan. The Shares are subject to a four month hold period.

Under the first tranche of the private placement financing, the Company issued 10,000,000 units at a price of \$0.05 per unit for gross proceeds of \$500,000. Each unit is comprised of one Share and one common share purchase warrant, with each warrant exercisable for an additional Share at \$0.075 for two years. The Company paid cash finder’s fees of \$18,375, paid a corporate finance fee of \$10,000 and issued 269,500 finder’s warrants as part of the closing of the financing. Each finder’s warrant is exercisable for a Share at a price of \$0.075 for twenty-four months from the date of issuance. The securities issued under the financing are subject to a four month hold period.

Etienne Grima, Chief Executive Officer of the Company, purchased 1,000,000 units under the financing, and Simi Grosman, a director of the Company, purchased 300,000 units. The issuance of units to Mr. Grima and Mr. Grosman is considered to be a related party transaction subject to TSX Venture Exchange Policy 5.9 and Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions*. The Company intends to rely on exemptions from the formal valuation and minority shareholder approval requirements provided under sections 5.5(a) and 5.7(a) of Multilateral Instrument 61-101 on the basis that the value of securities to be purchased by the insiders under the private placement will not exceed 25% of the fair market value of the Company’s market capitalization.

The Company will use the proceeds of the debt financing and a portion of the proceeds from the first tranche of the equity financing to retire its existing \$900,000 line of credit, as previously disclosed. The remaining proceeds from the equity financing will be applied towards sales & marketing efforts in 2017.

The Company also closed its previously announced shares for debt transaction, issuing 1,150,687 Shares at a price of \$0.06 per Share to settle a debt to a service provider in the amount of \$69,041.20. The Shares are subject to a four month hold period. CardioComm has earned the ISO 13485 certification, is HPB approved, HIPAA compliant and holds clearances for the sale of its HeartCheck™ technologies from the European Union (CE Mark), Australia (TGA), the USA (FDA), China (CFDA) and Canada (Health Canada).

To learn more about CardioComm Solutions' products and plans, please see the Company's websites at www.theheartcheck.com and www.cardiocommsolutions.com.

About CardioComm Solutions

CardioComm Solutions' patented and proprietary technology is used in products for recording, viewing, analyzing and storing electrocardiograms (ECGs) for diagnosis and management of cardiac patients. Products are sold worldwide through a combination of an external distribution network and a North American-based sales team. The Company has earned the ISO 13485 certification, is HPB approved, HIPAA compliant, and has received FDA market clearance for its software devices. CardioComm Solutions is headquartered in Toronto, Ontario, Canada.

FOR FURTHER INFORMATION PLEASE CONTACT:

Etienne Grima, Chief Executive Officer

1-877-977-9425

investor.relations@cardiocommsolutions.com

www.cardiocommsolutions.com

Forward-looking statements

This release may contain certain forward-looking statements with respect to the financial condition, results of operations and business of CardioComm Solutions and certain of the plans and objectives of CardioComm Solutions with respect to these items. By their nature, forward-looking statements involve risk and uncertainty because they relate to events and depend on circumstances that will occur in the future and there are many factors that could cause actual results and developments to differ materially from those expressed or implied by these forward-looking statements.

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.