This is the form of material change report required under Section 85(1) of the Securities Act.

BC FORM 51-102FS
(formerly Form 53-901F)

Securities Act

MATERIAL CHANGE REPORT UNDER SECTION 85(1) OF THE ACT

Item 1. Name and Address of Company

Visiphor Corporation
Suite 1100 - 4710 Kingsway
Burnaby, B.C. V5H 4M2

Item 2. Date of Material Change

November 18, 2005

Item 3. News Release

Burnaby, British Columbia, November 18, 2005

Item 4. Summary of Material Change

Visiphor Corporation (the "Issuer") has amended the offering price of its proposed brokered private placement by way of offering memorandum from $0.50 per subscription receipt, which was previously announced on October 6, 2005, to $0.45 per subscription receipt (the "Offering").

Item 5. Full Description of Material Change

Visiphor Corporation (the "Issuer") has amended the offering price of its proposed brokered private placement by way of offering memorandum from $0.50 per subscription receipt, which was previously announced on October 6, 2005, to $0.45 per subscription receipt (the "Offering"). The Offering will now consist of up to 12,222,500 million subscription receipts (the "Subscription Receipts"), each Subscription Receipt exercisable into a unit (the "Units") consisting of one common share and one half common share purchase warrant. The original terms of the Offering provided that each whole warrant was exercisable at $0.60 per share for one year from the date of issue and $0.75 per share for the second year. After amendment, each whole warrant will entitle the holder thereof to acquire one additional common share in the capital of Visiphor at an exercise price of $0.50 per share for one year from the date of issue of the Subscription Receipts. The terms of the Units that are subject to the agents' option provided to Blackmont Capital Corporation and Canaccord Capital Corporation (collectively, the "Agents") are similarly amended. In addition, Blackmont Capital Corporation will now receive 55,555 common shares of Visiphor at the issue price of $0.45 in lieu of a cash work fee, and a portion of the Agents' commission of 7% will now be settled by the issuance of 66,666 common shares at the issue price of $0.45.

The securities will not be registered under the United States Securities Act of 1933, as amended (the "US Securities Act"), and may not be offered or sold within the United States or to, or for the account or benefit of, "US persons", as such term in defined in Regulation S promulgated under the Securities Act, except in certain transactions exempt from the registration requirements of the US Securities Act.

This news release shall not constitute an offer to sell or an offer to buy the securities in any jurisdiction.

About Visiphor

Visiphor software products and customer solutions deliver integrated access to applications and databases. The company's solutions also automate law enforcement procedures and evidence handling, often incorporating Visiphor's powerful biometric tools. Using industry standard "Web Services", Visiphor delivers a secure and economical approach to true, real-time application interoperability. The corresponding product suite is referred to as the Briyante Integration Environment (BIE).

Production deployments of BIE have demonstrated remarkable reductions in the time, complexity, and risk associated with defining, implementing, and supporting integrated access to physically and technologically disparate computers. The broad ranging applicability of BIE into a variety of areas (e.g., health care, financial services, government services, telecommunications, etc.) has been clearly demonstrated by recent, highly successful deployments in the United States and Canada. Visiphor systems are deployed in Canada, the United Kingdom, United States, Mexico and the Far East. Visiphor is a Microsoft Certified Partner. For information about the company or its products and services, please refer to www.visiphor.com.

Visiphor trades under the following stock symbols: OTCBB: VISRF; TSX-V: VIS; DE: IGYA

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

N/A

Item 7. **Omitted Information**

None

Item 8. **Executive Officers**

The following senior officers of the Issuer are knowledgeable about the material change and may be contacted by the Commission at the address and telephone number:

Roy Trivett
President & CEO
Suite 1100 – Kingsway.
Vancouver, B.C. V5H 4M2
Telephone: (604) 684-2449

Wayne Smith
COO & CFO
Suite 1100 – Kingsway.
Vancouver, B.C. V5H 4M2
Telephone: (604) 684-2449

Item 9. **Statement of Senior Officer**

The foregoing accurately discloses the material change referred to herein.

November 18, 2005

'Wayne Smith'

Wayne Smith
Name

COO and CFO
Position

Burnaby, British Columbia
Place of Declaration