

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

April 19, 2007

Item 3. News Release

Burnaby, British Columbia, April 23, 2007

Item 4. Summary of Material Change

Visiphor Corporation ("Issuer") has raised \$133,333 cash in the form of loans. The Issuer has granted a total of 910,000 options to officers and directors of the Company at an exercise price of \$0.10 with an expiry date of April 19, 2010.

Item 5. Full Description of Material Change

The Issuer announces that it has raised \$133,333 cash in the form of loans. Of the \$133,333 received, \$60,667 is from insiders of the company. Visiphor also announces today that it has granted a total of 910,000 options to officers and directors of the Company at an exercise price of \$0.10 with an expiry date of April 19, 2010. One third of these options will vest immediately, one third will vest one year from the date of grant, and the final third will vest two years from the date of grant. The common shares underlying the options will have a four month hold period that expires on August 19, 2007. Of the 910,000 options granted, 303,333 options were exercised and provided the company with additional funds.

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
CEO
Suite 1100 – 4710 Kingsway.
Vancouver, B.C. V5H 4M2
Telephone: (604) 684-2449

Sunil Amin
CFO
Suite 1100 – 4710 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.

April 23, 2007

/s/ Sunil Amin

Sunil Amin
Name

CFO
Position

Burnaby, British Columbia
Place of Declaration