

FORM 51-102F3
Material Change Report

1. Name and Address of Company:

Venquest Capital Ltd.
2914 South Sheridan Way, Unit 301
Oakville, ON L6J 7L8

2. Date of Material Change:

August 25, 2005

3. News Release:

August 25, 2005

4. Summary of Material Change:

Venquest Capital Ltd. ("Venquest" or the "Corporation") (TSX Venture: VC.P) today announced that the shareholders of Venquest have approved the terms of the arm's length amalgamation agreement between Venquest and Nightingale Informatix Corporation ("Nightingale"), pursuant to which Venquest and Nightingale have agreed to amalgamate (the "Business Combination") to form a new company to be called Nightingale Informatix Corporation.

5. Full Description of Material Change:

See press release attached as Schedule "A" hereto.

6. Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102 *Continuous Disclosure Obligations*:

Not Applicable

7. Omitted Information:

Not Applicable

8. Executive Officer Knowledgeable of Material Change:

Stephen R. Shaver
2914 South Sheridan Way, Unit 301
Oakville, ON L6J 7L8
Telephone: (905) 829-9115 ext. 201

9. Date of Report:

August 25, 2005

SCHEDULE "A"

VENQUEST SHAREHOLDERS APPROVE AMALGAMATION WITH NIGHTINGALE INFORMATIX CORPORATION

TSX VENTURE EXCHANGE: VC.P

FOR IMMEDIATE RELEASE

August 25, 2005 - Venquest Capital Ltd. ("Venquest") (TSX Venture: VC.P) today announced that the shareholders of Venquest have approved the terms of the arm's length amalgamation agreement between Venquest and Nightingale Informatix Corporation ("Nightingale"), pursuant to which Venquest and Nightingale have agreed to amalgamate (the "Business Combination") to form a new company to be called Nightingale Informatix Corporation.

Venquest is also pleased to announce that the shareholders of Nightingale have also approved the Business Combination. The Business Combination will constitute a Qualifying Transaction of Venquest as defined in Policy 2.4 of the TSX Venture Exchange Inc. ("TSX Venture") Corporate Finance Manual.

The completion of the Business Combination is subject to the approval of TSX Venture and all other necessary regulatory approval. Closing of the Business Combination is expected to occur effective September 1, 2005.

Nightingale previously completed a brokered private placement of 975,200 subscription receipts at a price of \$1.00 per subscription receipt for gross proceeds of \$975,200 (the "Nightingale Private Placement"). Pursuant to an agency agreement between Nightingale and Canaccord Capital Corporation dated July 13, 2005, the proceeds of the Nightingale Private Placement are currently held in escrow pending satisfaction of certain conditions relating to the completion of the Business Combination ("Escrow Release Conditions"). On the date upon which the Escrow Release Conditions are satisfied ("Escrow Release Date"), issuance rights comprising part of the subscription receipts (the "Issuance Rights") are deemed to have been exercised and the holder of subscription receipts will be issued, without payment of additional consideration, that number of common shares of Nightingale calculated in accordance with a share subscription rate. Providing certain conditions are met, the transfer register for subscription receipts will close upon the satisfaction of the Issuance Rights. The Escrow Release Date is expected to be August 31, 2005.

For further information contact Stephen R. Shaver, President of Venquest at (905) 829-9115 or Nick Vaney, Vice-President, Finance and Corporate Development of Nightingale, at (905) 943-2606.

About Nightingale Informatix Corporation

Nightingale (www.nightingale.md) is Canada's largest application service provider of web-based practice and clinical management solutions to the healthcare industry. Nightingale's Enterprise Practice Management and EMR are delivered through a secure environment capable of managing multiple physical locations in real time. Nightingale's suite of products offer Canadian and United States physicians leading edge functionality for patient scheduling, resource scheduling, billing, claims processing, work flow tools, clinical documentation, laboratory interfaces, document management and patient portals, and other real-time patient services. OpenX Technologies and VisionMD are wholly owned subsidiaries of Nightingale. Nightingale services customers in every province in Canada.

As indicated above, completion of the Business Combination is subject to a number of conditions, including but not limited to, TSX Venture acceptance. The Business Combination cannot close until the required approvals are obtained. There can be no assurance that the Business Combination will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the Information Circular of Venquest in connection with the Business Combination, any information released or received with respect to the Business Combination may not be accurate or complete and should not be relied upon. Trading in the securities of Venquest should be considered highly speculative.

The TSX Venture Exchange Inc. has in no way passed upon the merits of the Business Combination and has neither approved nor disapproved the contents of this press release.

Except for historical information contained herein, this news release contains forward-looking statements that involve risks and uncertainties. Actual results may differ materially. Factors that might cause a difference include, but are not limited to, market acceptance of principal products, the impact of competitive products and technologies, the possibility of products infringing patents and other intellectual property of fourth parties, and costs of product development. Neither Nightingale nor Venquest will update these forward-looking statements to reflect events or circumstances after the date hereof. More detailed information about potential factors that could affect financial results is included in the documents filed from time to time with the Canadian securities regulatory authorities by Venquest and Nightingale.

(Not for dissemination in the United States of America)