FORM 51-102F3

MATERIAL CHANGE REPORT

1. **Name and Address of Company**

Ventripoint Diagnostics Ltd. (the "Corporation")
Suite 101, 1805 – 136th Place, NE,
Bellevue, WA, 98005, USA

2. **Date of Material Change**

June 20, 2014

3. **News Release**

A Press Release was disseminated on June 23, 2014 via Marketwired

4. **Summary of Material Change**

The Corporation closed the first tranche of their financing and completed a shares for debt transaction

5.1 **Full Description of Material Change**

The Corporation announced that it has completed the first tranche of its previously-announced private placement ("**Private Placement**") of 24,951,426 Units ("**Units**") for gross proceeds of $1,996,114.07. Each Unit is comprised of one common share ("**Common Share**") and one half of one Common Share purchase warrant ("**Warrant**"). Each full Warrant is exercisable into one additional Common Share at an exercise price of $0.12 until June 20, 2016. The Private Placement was approximately 33% non-brokered and 67% brokered, with D&D Securities Inc. ("**D&D**") acting as the agent of the Corporation in the brokered portion of the Private Placement.

The Corporation will use the proceeds of the Private Placement for sales and marketing and general working capital purposes.

Three of the subscribers in the Private Placement accepted Units as payment in full of outstanding secured debentures previously issued by the Corporation as a shares-for-debt transaction (the "**Shares for Debt**"). As a result of the Shares for Debt, the Corporation's net debt has been reduced by $773,626.40.

The Corporation has paid D&D a cash commission of $63,808.00, plus 841,600 warrants (the "**Agent's Warrants**") each exercisable to purchase one Unit of the Corporation. The Agent's Warrants will expire 18 months from the closing date of the Private Placement.

The Common Shares, Warrants and Agent's Warrants acquired by the subscribers are subject to a hold period of four months plus one day and may not be traded until October 21, 2014 except as permitted by applicable securities legislation and the rules of the TSX Venture Exchange. The Private Placement is subject to receipt of final acceptance from the TSX Venture Exchange.

5.2 **Disclosure for Restructuring Transactions**

Not Applicable.

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

Not Applicable.

7. **Omitted Information**

None

8. **Executive Officer**

The name of the executive officer of the Corporation who is knowledgeable about the material change and this report is:

Dr. George Adams, CEO
Telephone: (206) 910-9125
Email: gadams@ventripoint.com

9. **Date of Report**

June 27, 2014