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**

September 2, 2014

3. **News Release**

A press release was disseminated on September 2, 2014 via Marketwired

4. **Summary of Material Change**

The Corporation Signs Distributor Agreement with Shandong Realcan Pharmaceuticals Co. Ltd.

5.1 **Full Description of Material Change**

The Corporation announces that it has signed a distribution agreement with Shandong Realcan Pharmaceuticals Co. Ltd ("Realcan", Shenzen Exchange:002589) and will make an application to the TSX Venture Exchange (the "Exchange") to allow a strategic investment in Ventripoint of up to $4,000,000.

Realcan will immediately seek regulatory approval from the Chinese FDA to sell the VMS™ heart analysis system in China. The VMS will be deployed on a pay-per-use model once a re-imbursement fee is established for the procedure. It is expected the first deployments will begin 6 months from closing the agreement and immediately provide recurring revenue. Realcan expects minimum revenues of $5M in the first 12 months after approvals have been given and $20M the following year. The market for medical instruments in China is approximately $7B per year and growing rapidly as the healthcare system is improved and extended. In the last 3 years over 2,000 new hospitals have been built and the government health insurance now covers 90% of the population.

Ventripoint also announces its intention to complete a non-brokered private placement offering of up to CDN$4,000,000 (the "Offering") of units of the Corporation (each, a "Unit") at a Unit price of $0.06. Each Unit will consist of one common share and one half of one common share purchase warrant. Each whole warrant will entitle the holder thereof to acquire one additional common share at a price of $0.12 per share for a period of 2 years after the closing. Subject to Exchange acceptance, Realcan will subscribe for approximately $2,000,000 of the Offering and will introduce the Company to other strategic investors.

The Corporation intends to use the proceeds from the Offering to incur expenditures for: (i) product and service commercialization of the VMS; (ii) clinical validation of VMS functionality, including applications for additional diagnoses and heart diseases; (iii) for general working capital purposes and to repay debt and outstanding payables, and potentially to do a normal course share buyback conditional on approval by the Board of Directors and the Exchange.

The Corporation may pay a commission or finder's fee of up to 8% cash and finder's warrants equal to up to 8% of the Units sold in the Offering. Each finder's warrant will be exercisable at a price of $0.12 per common share for a period of 18 months from the date of issuance. The Offering is subject to the approval of the Exchange. The securities will be subject to a four-month hold period, in accordance with applicable securities laws.

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**

September 3, 2014