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 4, 2015

3. **News Release**

A press release was disseminated via Marketwired on June 5, 2015

4. **Summary of Material Change**

The Corporation announces closing of Private Placement financing

5.1 **Full Description of Material Change**

The Corporation completed its non-brokered private placement of 14,545,450 units (each, at "Unit") at $0.055 per Unit (the "Private Placement") for gross proceeds of $800,000.00. Each Unit consists of one common share of Ventripoint ("Common Share") and one half warrant ("Warrant"). Each full Warrant entitles the holder to acquire one additional Common Share at a price of $0.12 per Common Share for a period of 2 years after the issuance of the Warrant.

An aggregate of $48,999.99 in finder's fees was paid to finders, representing 7% of the proceeds of the Private Placement from investors identified by the finders. In addition, finders received 890,909 finder's warrants, representing 7% of the number of Units purchased by investors identified by the finders. Each finder's warrant entitles the holder to purchase one Common Share at $0.055 per share for a period of 18 months after the issuance of the finder's warrants.

The net proceeds of the Private Placement, after deducting the expenses of the Private Placement, will be used to incur expenditures for: (i) product and service commercialization of the VMS heart analysis system; (ii) for general working capital purposes and (iii) potentially to repay debt and outstanding payables.

The Private Placement is subject to the final approval of the Exchange. The securities are 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**

June 15, 2015