

**FORM 51-102F3**

**MATERIAL CHANGE REPORT**

**1. Name and Address of Company**

Ventripoint Diagnostics Ltd. (the "Corporation")  
2 Sheppard Avenue East, Suite 605  
Toronto, ON M2N 5Y7

**2. Date of Material Change**

March 14, 2019

**3. News Release**

A press release was disseminated via TheNewswire.ca Inc. on March 14, 2019.

**4. Summary of Material Change**

The Corporation announces extension of warrants and clarification of warrants subject to extension

**5.1 Full Description of Material Change**

The Corporation announced that it has received the approval of the TSX Venture Exchange ("TSXV") in respect of the previously-announced extension of warrants issued in connection with a private placement of the Corporation on March 23, 2017 (the "Private Placement Warrants"). The warrants issued in connection with a shares-for-debt transaction of the Corporation on March 21, 2017 (the "Shares-for-Debt Warrants") will not be amended.

The Private Placement Warrants are amended as follows:

<b>Date of Issuance</b>	<b>Number of Warrants Outstanding</b>	<b>Expiry Date</b>	<b>Amended Expiry Date</b>	<b>Exercise Price (not amended)</b>
March 23, 2017	10,496,938	March 23, 2019	March 23, 2021	\$0.50

The following Shares-for-Debt Warrants will not be amended:

<b>Date of Issuance</b>	<b>Number of Warrants Outstanding</b>	<b>Expiry Date</b>	<b>Exercise Price (not amended)</b>
March 21, 2017	1,575,000	March 21, 2019	\$0.50

For further information on the amendment of the Private Placement Warrants, please see the Corporation's news releases dated March 6, 2019.

**Forward Looking Statements:**

This report contains forward-looking statements and forward-looking information within the meaning of applicable securities laws. The use of any of the words "expect", "anticipate", "continue", "estimate", "objective", "ongoing", "may", "will", "project", "should", "believe", "plans", "intends" and similar expressions are intended to identify forward-looking information or statements. In particular, this report contains forward-looking information relating to the proposed amendment of the Warrants. The forward-looking statements

and information are based on certain key expectations and assumptions made by the Corporation, including expectations and assumptions concerning the completion of the amendment of the Warrants. Although the Corporation believes that the expectations and assumptions on which such forward-looking statements and information are based are reasonable, undue reliance should not be placed on the forward looking statements and information because the Corporation can give no assurance that they will prove to be correct.

Since forward-looking statements and information address future events and conditions, by their very nature they involve inherent risks and uncertainties. Actual results could differ materially from those currently anticipated due to a number of factors and risks. Such factors may include the failure of the Corporation to successfully satisfy certain conditions in connection with the amendment of the Warrants and failure to complete the amendment of the Warrants. Other factors which could materially affect such forward-looking information are described in the risk factors in the Corporation's most recent annual management's discussion and analysis that is available on the Corporation's profile on SEDAR at [www.sedar.com](http://www.sedar.com). Readers are cautioned that the foregoing list of factors is not exhaustive. The forward-looking statements included in this report are expressly qualified by this cautionary statement. The forward-looking statements and information contained in this report are made as of the date hereof and the Corporation undertakes no obligation to update publicly or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws.

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this material change report.

**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: (519) 803-6937  
Email: [gadams@ventripoint.com](mailto:gadams@ventripoint.com)

**9. Date of Report**

March 14, 2019