

**FORM 51-102F3
MATERIAL CHANGE REPORT**

1. Name and Address of Company

Ventripoint Diagnostics Ltd. (the "Company")
18 Hook Avenue, Unit 101
Toronto, ON
M6P 1T4

2. Date of Material Change

July 29, 2026.

News Release

On July 29, 2026, a news release was issued and disseminated through the facilities of a recognized newswire service.

3. Summary of Material Change

The material changes are fully described in the Company's press releases which are attached as Schedule "A" and are incorporated herein.

4. Full Description of Material Change

A description of the material change is contained under Item 4.

5. Reliance on subsection 7.1(2) of National Instrument 51-102

The report is not being filed in reliance on section 7.1(2) of National Instrument 51-102.

6. Omitted Information

No information has been omitted.

7. Executive Officer

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

Dr. George Adams, Executive Chairman, Director
Tel: (519) 803-6937
Email: gadams@ventripoint.com

8. Date of Report

July 30, 2026

SCHEDULE "A"
PRESS RELEASE



Ventripoint Strengthens Board with Appointment of MedTech Executive and Commercialization Leader Dr. Philip Toleikis

FOR IMMEDIATE RELEASE

Toronto, Ontario – July 29, 2026 – Ventripoint Diagnostics Ltd. ("Ventripoint" or the "Company") (TSXV: VPT; OTC: VPTDF), a leader in AI-powered cardiac imaging, today announced the appointment of **Dr. Philip M. Toleikis** to its Board of Directors, adding extensive public company leadership, capital markets expertise, and medical technology commercialization experience as the Company accelerates the global expansion of its VMS+ cardiac imaging platform.

Dr. Toleikis is a seasoned life sciences executive with a proven track record of building innovative healthcare companies, securing capital, developing strategic partnerships, and creating shareholder value. His appointment further strengthens Ventripoint's governance as the Company advances commercial execution and positions itself for growth.

"Philip brings an exceptional combination of scientific innovation, operational leadership and public market experience," said Hugh MacNaught President and CEO of Ventripoint Diagnostics. "He has successfully led a disruptive medical technology company through every stage of growth - from technology development and intellectual property creation to clinical advancement, financing, strategic partnerships and exchange graduation. His experience will be instrumental as Ventripoint continues to expand adoption of VMS+, pursue strategic collaborations, and build long-term shareholder value."

"I have followed Ventripoint's progress with great interest and believe the Company is well positioned to transform how ventricular function is quantified in routine clinical practice," said Dr. Toleikis. "The ability to provide MRI-equivalent volumetric assessment using standard echocardiography addresses a significant clinical and economic need for healthcare systems worldwide. I look forward to working with the Board and management team to help accelerate commercialization, strengthen strategic partnerships, and maximize value for patients, clinicians and shareholders."



Dr. Toleikis most recently served as President, Chief Executive Officer, Director and Chief Technology Officer of Sernova Corp., where he led the company through a period of transformational growth. During his 13-year tenure, he secured more than \$100 million through equity financings, strategic investments, convertible debt and non-dilutive government funding while expanding relationships with retail, institutional and banking partners. Under his leadership, Sernova graduated from the TSX Venture Exchange to the Toronto Stock Exchange and increased its market capitalization from approximately \$3 million to more than \$350 million.

Beyond capital formation, Dr. Toleikis established global strategic collaborations with leading academic institutions and pharmaceutical companies, negotiated worldwide licensing agreements, expanded an international intellectual property portfolio, and built multidisciplinary teams spanning research and development, clinical operations, regulatory affairs, finance, investor relations and business development.

Earlier in his career, Dr. Toleikis served as Vice President of Research & Development at Angiotech Pharmaceuticals, where he contributed to the development of one of the first commercially successful drug-eluting coronary stents in collaboration with Boston Scientific. He also conducted research in a cardiac ultrasound laboratory focused on three-dimensional assessment of left ventricular function—experience that provides a unique understanding of the clinical challenges Ventripoint's VMS+ platform is designed to address.

Dr. Toleikis has authored more than 100 issued patents and patent applications and numerous peer-reviewed scientific publications covering cardiovascular disease, transplantation, metabolic disorders, oncology and autoimmune disease. He holds a Ph.D. in Medicine, Pharmacology and Therapeutics from the University of British Columbia, an M.Sc. from the University of Michigan, a B.A. from the University of Vermont, and has completed all three levels of CCI's Innovation Governance Program.

The Company has granted Dr. Toleikis 500,000 stock options with an exercise price of \$0.11 pursuant to its Stock Option Plan and subject to the approval of the TSX Venture Exchange.



Positioning Ventripoint for the Next Stage of Growth

The appointment reflects Ventripoint's continued focus on scaling commercialization, expanding strategic relationships across the cardiovascular imaging industry, and increasing adoption of its AI-powered VMS+™ platform. By strengthening the Board with executives who have successfully guided emerging healthcare companies through commercialization and capital markets expansion, Ventripoint continues to build the governance and expertise required to support sustainable long-term growth.

About Ventripoint Diagnostics Ltd.

Ventripoint Diagnostics Ltd. (TSXV: VPT, OTC: VPTDF) has become an industry leader in the application of AI (Artificial Intelligence) to echocardiography. Ventripoint's VMS products are powered by its proprietary Knowledge Based Reconstruction technology, which is the result of a decade of development and provides accurate volumetric cardiac measurements equivalent to MRI. This affordable, gold-standard alternative allows cardiologists greater confidence in the management of their patients. Providing better care to patients serves as a springboard and basic standard for all of Ventripoint's products that guide our future developments. In addition, VMS+ is versatile and can be used with all ultrasound systems from any vendor supported by regulatory market approvals in the U.S., Europe and Canada.

For further information, please contact:

Hugh MacNaught
President & CEO
Ventripoint Diagnostics Ltd.
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604 671 4201

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



Forward-Looking Statements

This news release 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. The forward-looking statements and information are based on certain key expectations and assumptions made by the Company. Although the Company 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 Company 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 several factors and risks. Factors which could materially affect such forward-looking information are described in the risk factors in the Company's most recent annual management's discussion and analysis that is available on the Company's profile on SEDAR at www.sedar.com. Readers are cautioned that the foregoing list of factors is not exhaustive. The forward-looking statements included in this news release are expressly qualified by this cautionary statement. The forward-looking statements and information contained in this news release are made as of the date hereof and the Company undertakes no obligation to update publicly or revise any forward-looking statements or information, whether because of new information, future events or otherwise, unless so required by applicable securities laws.