

51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

CounterPath Corporation (the “Company”)
300 – 505 Burrard Street
Vancouver, BC V78X 1M3

Item 2 Date of Material Change

September 19, 2019

Item 3 News Release

The news release was disseminated through CNW Group on September 20, 2019.

Item 4 Summary of Material Change

On September 19, 2019, the Company’s board of directors made the following management title changes:

- David Karp, President and Chief Executive Officer (previously Interim Chief Executive Officer and Chief Financial Officer);
- Todd Carothers, Chief Revenue Officer (previously Executive Vice President, Sales and Marketing); and
- Karen Luk, Vice President of Finance (previously Controller).

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

On September 19, 2019, the Company’s board of directors made the following management title changes:

- David Karp, President and Chief Executive Officer (previously Interim Chief Executive Officer and Chief Financial Officer);
- Todd Carothers, Chief Revenue Officer (previously Executive Vice President, Sales and Marketing); and
- Karen Luk, Vice President of Finance (previously Controller).

Karen Luk

Ms. Luk, age 37, brings more than ten years of accounting and finance experience working with publicly traded companies within Canada and the United States. Ms. Luk was the Company’s

Controller since May 2018. From January 2014 to May 2016, she was the Senior Manager, SEC Reporting of Pattern Energy Group, a San Francisco based publicly traded renewable energy company, with the exception of September 2014 – January 2015 where she was the Manager, SEC Reporting at Portola Pharmaceuticals, Inc., a San Francisco based publicly traded biotechnology company. From November 2011 to December 2013, Ms. Luk was the Manager, SEC Reporting at Onyx Pharmaceuticals Inc., (acquired by Amgen Inc. in 2013), a San Francisco based publicly traded biopharmaceutical company. Prior to this, she spent four years with Manning Elliott LLP, Chartered Accountants in Vancouver.

Ms. Luk is a Canadian designated Chartered Professional Accountant and is also a Certified Public Accountant licensed in the State of California. She holds a Bachelor of Business Administration degree in Accounting and Finance obtained from Simon Fraser University in British Columbia.

5.2 Disclosure for Restructuring Transactions

N/A

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

N/A

Item 7 Omitted Information

None

Item 8 Executive Officer

David Karp, Chief Executive Officer, (604) 320-3344 ext 1110

Item 9 Date of Report

September 20, 2019