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

October 16, 2020

Item 3 News Release

The news release was disseminated through CNW Group on October 16, 2020.

Item 4 Summary of Material Change

On October 16, 2020, the Company amended its articles of incorporation to increase the number of authorized shares of its common stock from 10,000,000 to 50,000,000 by filing a certificate of amendment to articles of incorporation with the Secretary of State of the State of Nevada. As a result, the total number of shares of all classes of stock which the Company has authority to issue is 150,000,000 shares, consisting of 50,000,000 shares of common stock having a par value of US$0.001 per share and 100,000,000 shares of preferred stock having a par value of US$0.001 per share, and to be issued in such series and to have such rights, preferences, and designation as determined by the board of directors of the Company.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The material change is fully described in Item 4 above and in the Company's news release dated October 16, 2020, a copy of which is attached hereto.

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

October 16, 2020

CounterPath Amends Articles of Incorporation

VANCOUVER, BC— October 16, 2020 — CounterPath Corporation ("CounterPath" or the "Company") (NASDAQ: CPAH) (TSX: PATH), a global provider of award-winning Unified Communications and Collaboration (UCC) solutions for enterprises and service providers, today announced that it has amended its articles of incorporation to increase the number of authorized shares of its common stock from 10,000,000 to 50,000,000, by filing a certificate of amendment to articles of incorporation with the Secretary of State of the State of Nevada.

As a result, the total number of shares of all classes of stock which the Company has authority to issue is 150,000,000 shares, consisting of 50,000,000 shares of common stock having a par value of US$0.001 per share and 100,000,000 shares of preferred stock having a par value of US$0.001 per share, and to be issued in such series and to have such rights, preferences, and designation as determined by the board of directors of the Company.

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About CounterPath

CounterPath Corporation (NASDAQ: CPAH) is revolutionizing how people communicate in today's modern mobile workforce. Its award-winning Bria solutions for desktop and mobile devices enable organizations to leverage their existing PBX and hosted voice call servers to extend seamless and secure unified communications and collaboration services to users regardless of their location and network. CounterPath technology meets the unique requirements of several industries, including the contact center, retail, warehouse, hospitality, and healthcare verticals. Its solutions are deployed worldwide by 8x8, Airbnb, AmeriSave, Aspect, BT, Citibank, Comcast, Fusion, Fuze, Honeywell, Liberty Global, Windstream and others. Learn more at counterpath.com and follow us on Twitter @counterpath.

Contacts:

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