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Ventripoint Issue Shares for Payment of Debenture Interest and Amends Terms of Convertible Debenture Offering

Toronto, Ontario, December 9, 2024 – Ventripoint Diagnostics Ltd. (“**Ventripoint**” or the “**Corporation**”, TSXV:VPT) announces it will satisfy debenture interest payment obligation with the issuance of common shares, subject to TSX Venture Exchange (“**TSXV**”) approval. The Corporation will issue an aggregate of up to 112,210 common shares (“**Shares**”) for the payment of an aggregate of \$11,221 of interest on certain outstanding Convertible Debentures issued by the Corporation on May 10, 2024. The Convertible Debentures bear interest at the rate of 10% per annum, payable every 6 months. The Shares will be issued at a deemed price of \$0.10, subject to the approval of TSXV and are subject to a hold period of 4 months and one day. The issuance of the Shares will not create a control person of the Corporation.

Amended Convertible Debenture Offering

Ventripoint also announces it has amended its non-brokered private placement offering of up to CDN\$1,000,000 (the “**Offering**”) of unsecured convertible debentures (“**Debentures**”). Debentures will be convertible at CDN\$0.10 for the first year of the term, CDN\$0.15 for the second year of the term and at CDN\$0.25 thereafter. The Corporation had previously announced (see press release dated November 6, 2024) a non-brokered private placement of up to CDN\$1,000,000 principal amount of unsecured convertible debentures, convertible at CDN\$0.15, during the first year of the term, \$0.195 during second year of the term and CDN\$0.25 thereafter.

Each Debenture will have an issue price of CDN\$1,000 and will mature June 28, 2027.

The Debentures will bear simple interest at an annual rate of ten per cent (10%), calculated on the principal amount, with any accrued but unpaid interest under the Debentures due and payable semi-annually in arrears in either cash or at the option of the Corporation 40% cash and 60% Common Shares, or 100% common shares at the option of the holder, with the number of Common Shares being determined by using the 20-day volume-weighted average price of the Common Shares on the Exchange on that date that is five days prior to the last trading day of the applicable period.

The Debentures will convert automatically into Common Shares of the Corporation in the event the Corporations’ Common Shares closing price prior to October 20, 2026 exceeds 100% of the Conversion Price on the Exchange for 5 consecutive trading days based on volume weighted average closing price (“**Automatic Conversion**”). In the event of Automatic Conversion, each Debenture holder will receive warrants (“**Warrants**”) to

purchase that number of Common Shares as is equal to 50% of the shares issuable on conversion of the Debentures until October 20, 2026, at an exercise price of \$0.70 per share. In the event the Common Shares of the Corporation closing price on the Exchange exceeds \$1.00 for 5 consecutive trading days, based on volume weighted average price, the Corporation will have the right to accelerate the expiry of the Warrants to ten (10) days.

The Corporation may pay cash finder's fee of up to 4% of the gross proceeds of the Offering. Finders may also receive common share purchase warrants ("Finder's Warrants") equal to up to 4% of the aggregate subscription amount in relation to subscribers introduced by the finder, each Finder's Warrant will be exercisable into one Common Share at an exercise price of CDN\$0.10 per Common Share for a period of 18 months.

The Corporation will use the proceeds of the Offering to fund operational costs related sales and marketing, additional key personnel, and general working capital purposes.

All securities issued and issuable pursuant to the Offering will be subject to a hold period of four months plus one day from the date of closing of the Offering. The Offering is subject to approval by the Exchange.

About Ventripoint Diagnostics Ltd.

Ventripoint 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
hmacnaught@ventripoint.com
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 Corporation. 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. 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.sedarplus.ca. 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 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.