

FORM 51 – 102F3
MATERIAL CHANGE REPORT

Item 1: Name and Address of Company

BioMark Diagnostics Inc. (“the Issuer”)
130 – 3851 Shell Rd
Richmond, BC V6X 2W2

Item 2: Date of Material Change

March 26, 2025

Item 3: News Release

A news release was issued and disseminate on March 26, 2025, and filed on the SEDAR+, www.sedarplus.ca . A copy of the news release is attached as Schedule “A” hereto.

Item 4: Summary of Material Change

The financing round included a non-brokered private placement for gross proceeds of \$2,883,000 wherein BioMark issued 9,610,000 units at a price of \$ 0.30 per unit. The securities issued under the private placement will be subject to a hold period of four months and one day. Each unit consists of one common share of BioMark and one-full purchase warrant. One whole share purchase warrant will entitle the holder thereof to purchase one common share of BioMark at \$0.50 per share for a period of three years from the closing date of the private placement, subject to an acceleration clause. If the closing trading price of BioMark’s shares is greater than CAD \$2.50 per common share for a period of 10 consecutive trading days (the “Acceleration Event”). BioMark may, upon providing written notice to the holders of Warrants, accelerate the expiry date of the Warrants to the date that is 90 days following the date of such written notice. The securities issued under the private placement will be subject to a period of four months and one day under the Canadian securities laws and subject to resale restrictions under the U.S. securities laws. No Finders’ fees were payable on the private placement.

Item 5: Full Description of Material Change

Please see attached Schedule “A”

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

Not applicable

Item 7: Omitted Information

None

Item 8: Executive Officer

Rashid Ahmed Bux, President & CEO
Telephone: 604.370.0779
Email: info@biomarkdiagnostics.com

Item 9: Date of Report

March 26, 2025



130 – 3851 Shell Rd
Richmond, BC, V6X 2W2

NOT FOR DISTRIBUTION TO U.S. NEWSWIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES.

BioMark Secures Financing for Initial Tranche to Advance Early-Detection Oncology Testing Platform

Vancouver, British Columbia – (March 26, 2025) BioMark Diagnostics Inc. (“BioMark”) (CSE: BUX) (FSE: 20B) (OTCMKTS: BMKDF), a leading developer of liquid biopsy tests for early cancer detection, is pleased to announce that it has arranged and completed financing for the initial tranche of its non-brokered private placement (the “Private Placement”).

Demonstrating strong investor confidence in BioMark’s vision and technology, BioMark secured a USD \$2 million investment from a pair of strategic investors based in the United States. This substantial investment underscores these investors’ strong conviction in BioMark’s innovative technology, experienced management team, and proven ability to achieve key milestones with efficient use of capital.

Key Highlights of Strategic US Investment:

- Under the first tranche, BioMark issued 9,610,000 units (the “Units”) at a price of CAD \$0.30 per Unit, for aggregate gross proceeds of CAD \$2,883,000.
- Each unit consists of one common share of BioMark and one full purchase warrant. One whole share purchase warrant will entitle the holder thereof to purchase one common share of BioMark at CAD \$0.50 per share for a period of three years from the closing date of the private placement.
- The Warrants under the first tranche may be subject to an acceleration clause if the closing trading price of BioMark’s shares is greater than CAD \$2.50 per common share for a period of 10 consecutive trading days (the “Acceleration Event”). BioMark may, upon providing written notice to the holders of Warrants, accelerate the expiry date of the Warrants to the date that is 90 days following the date of such written notice.
- The securities issued under the private placement will be subject to a period of four months and one day under the Canadian securities laws and subject to resale restrictions under the U.S. securities laws. No finders’ fees were payable on the private placement.

BioMark intends to use the proceeds for accelerating its lab certification and commercialization initiatives, expanding its team, initiating US business development activities, and strategically leveraging matching grants from both federal and provincial programs.

BioMark’s CEO and President, Rashid Bux, commented, “We are very pleased to welcome these new strategic investors from the US. The efficient investment process and their confidence in our early cancer diagnostic platform, coupled with this significant capital injection, will be instrumental in accelerating our commercialization program and our expansion into the US market.” The management team and the board of directors are delighted to extend a warm welcome to this dynamic duo, and we are thrilled to add them to our roster of strategic investors.

The securities have not been and will not be registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements. This press release does not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in the United States or any other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

About BioMark Diagnostics Inc.

BioMark Diagnostics Inc. is a leading developer of liquid biopsy tests for the early detection of cancer that leverages the power of metabolomics and machine learning algorithms. The company's proprietary technology utilizes a simple blood draw to detect the presence of cancer-associated biomarkers, enabling earlier diagnosis and improved patient outcomes. The technology can also be used for measuring response to treatment and potentially for serial monitoring of cancer survivors. BioMark is committed to developing innovative and accessible diagnostic solutions to address unmet medical needs in oncology.

Further information about BioMark is available under its profile on the SEDAR+ website www.sedarplus.ca and the CSE website <https://thecse.com/>.

For further information on BioMark, please Contact:

Rashid Ahmed Bux
President & CEO
BioMark Diagnostics Inc.
Tel. 604-370-0779
Email: info@biomarkdiagnostics.com

Forward-Looking Information:

This press release contains statements which constitute "forward-looking information" within the meaning of applicable securities laws, including statements regarding the plans, intentions, beliefs and current expectations of BioMark with respect to future business activities and operating performance. Forward-looking information is often identified by the words "may", "would", "could", "should", "will", "intend", "plan", "anticipate", "believe", "estimate", "expect" or similar expressions and includes, but is not limited to, the statements relating to the U.S. investors' strong conviction in BioMark's innovative technology, experienced management, and proven ability to achieve key milestones with efficient use of capital; the statement that the Warrants under the second tranche may be subject to an acceleration clause; the statement that BioMark intends to use the proceeds for accelerating its lab certification and commercialization initiatives, expanding its team, initiating US business development activities, and strategically leveraging matching grants from both federal and provincial programs; the statement that the efficient investment process and their confidence in BioMark's early cancer diagnostic platform, coupled with this significant capital injection, will be instrumental in accelerating BioMark's commercialization program and BioMark's expansion into the US market. Readers are cautioned that forward-looking information is not based on historical facts but instead reflects BioMark's management's expectations, estimates or projections concerning future results or events based on the opinions, assumptions and estimates of management considered reasonable at the date the statements are made. Although BioMark believes that the expectations reflected in such forward-looking information are reasonable, such information involves risks and uncertainties, and undue reliance should not be placed on such information, as unknown or unpredictable factors could have material adverse effects on future results, performance or achievements of BioMark. Among the key factors that could cause actual results to differ materially from those projected in the forward-looking information are the following: (i) changes in general economic, business and political conditions, including changes in the financial markets, changes in applicable laws and regulations both locally and in foreign jurisdictions; (ii) compliance with extensive government regulation and the costs associated with compliance; and (iii) the risks and uncertainties associated with foreign markets. This forward-looking information may be affected by risks and uncertainties in the business of BioMark and market conditions. Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking information prove incorrect, actual results may vary materially from those described herein as intended, planned, anticipated, believed, estimated or expected. Although BioMark has attempted to identify important risks,

uncertainties and factors which could cause actual results to differ materially, there may be others that cause results not to be as anticipated, estimated or intended, and such changes could be material. BioMark does not intend, nor assume any obligation, to update this forward-looking information except as otherwise required by applicable law.

The CSE has not reviewed, approved, or disapproved the content of this press release.