

**Form 51-102F3**  
**MATERIAL CHANGE REPORT**  
**& NOTICE OF CHANGE IN CORPORATE STRUCTURE**

**Item 1: Name and Address of Company**

Biomark Diagnostics Inc. (“the **Issuer**”)  
165 – 10551 Shellbridge Way  
Richmond, BC V6X 2W8

**Item 2: Date of Material Change**

October 30, 2014

**Item 3: News Release**

A news release was issued and disseminated on October 30, 2014 and filed on SEDAR ([www.sedar.com](http://www.sedar.com)). A copy of the news release is attached as Schedule “A” hereto.

**Item 4: Summary of Material Change**

On October 30, 2014, the Issuer completed a statutory arrangement under a plan of arrangement (the “**Arrangement**”) with Noor Energy Corporation (“**Pubco**”) and Biomark Cancer Systems Inc. (“**Biomark Cancer Systems**”). As a result of completing the Arrangement, the Issuer became a reporting issuer in Alberta and British Columbia.

**Item 5: Full Description of Material Change**

*5.1 Summary of the Arrangement and Corporate Information*

On June 19, 2014, the Issuer entered into an arrangement agreement including the Arrangement (“**Arrangement Agreement**”) with Pubco and Biomark Cancer Systems.

Completion of the Arrangement as set forth in the Arrangement Agreement was approved by the shareholders of Biomark Cancer Systems on October 27, 2014, and by a final order granted by the Supreme Court of British Columbia on October 30, 2014 in accordance with Part 9 of the *Business Corporations Act* (British Columbia).

Pursuant to the Arrangement Agreement, the following principal steps occurred and were deemed to occur in the following order to complete the Arrangement:

- Biomark Cancer Systems acquired all issued and outstanding common shares of the Issuer from Pubco (the “**Purchase Shares**”) for consideration of \$5,000;
- the Issuer acquired all the issued and outstanding shares of Biomark Cancer Systems from all the shareholders of Biomark Cancer Systems through a 1-for-1 share exchange;
- Pubco issued 5,000 common shares to the Issuer (the “**Pubco Exchange Shares**”) and, in turn, the Issuer issued a net of 310,000 common shares to Pubco (the “**Issuer Distribution Shares**”);

- The Issuer Distribution Shares were distributed to the shareholders of Pubco as of the record date of October 28, 2014, on a pro-rated basis according to their shareholdings; and
- the Purchase Shares were then cancelled.

On October 30, 2014, upon completion of the Arrangement, the Issuer became a reporting issuer in the jurisdictions of Alberta and British Columbia.

The CUSIP number for the Issuer's common shares is **09073K108**.

The Issuer was incorporated on June 19, 2014 and its fiscal year end is March 31. As a result of completing the Arrangement, the Issuer has one wholly-owned subsidiary, Biomark Cancer Systems, incorporated on February 27, 2014.

### 5.2 Disclosure for Restructuring Transactions

Pursuant to section 4.9 of National Instrument 51-102, we provide the following additional information:

#### ***Name of each party, if any, that ceased to be a reporting issuer subsequent to the Transaction and of each continuing entity:***

No party ceased to be a reporting issuer. The name of each continuing entity is:

- Biomark Diagnostics Inc. (the Issuer and a reporting issuer);
- Noor Energy Corp. (a reporting issuer); and
- Biomark Cancer Systems Inc. (a private company and a wholly-owned subsidiary of the Issuer on completion of the Arrangement). Note: Biomark Cancer Systems Inc. did not become a reporting issuer under the Arrangement, as its share exchange with Pubco occurred after the share exchange with the Issuer.

Additional information on the Issuer and Biomark Cancer Systems is incorporated by reference to the following documents:

- the listing statement of the Issuer filed on SEDAR on December 3, 2014;
- the audited financial statements of Luger Minerals Corp. (now Biomark Cancer Systems) for the period from incorporation on February 27, 2014 to March 31, 2014, filed on SEDAR on October 30, 2014;
- the unaudited financial statements of the Issuer for the period from incorporation on June 19, 2014 to June 30, 2014, filed on SEDAR on November 13, 2014;
- the unaudited financial statements of the Issuer for the period ended September 30, 2014, filed on SEDAR on November 27, 2014; and
- the unaudited financial statements of Biomark Cancer Systems for the period ended September 30, 2014, filed on SEDAR on November 27, 2014.

***Date of the Reporting Issuer's first financial year end subsequent to the Transaction:***

March 31, 2015.

***The periods, including comparative periods, if any, of the interim and annual financial statements required to be filed for the reporting issuer's first financial year subsequent to the Transaction:***

<b>Financial Statement Period</b>	<b>Filing Due Date</b>	<b>Comparatives</b>
Interim financial statements for the second quarter ended September 30, 2014	November 29, 2014	n/a
Interim financial statements for the third quarter ended December 31, 2014	March 1, 2015	n/a
Annual financial statements for the year ended March 31, 2015	July 1, 2015	March 31, 2014
Interim financial statements for the first quarter ended June 30, 2015	August 29, 2015	June 30, 2014

***Documents Filed under National Instrument 51-102 describing the Transaction and Filing Location of Same:***

<b>Documents</b>	<b>Location of Filing</b>
Arrangement Agreement dated June 19, 2014	SEDAR profile of the Issuer
Final Order of the Supreme Court of British Columbia granted October 30, 2014	SEDAR profile of the Issuer
News release dated October 30, 2014 (attached as Schedule A)	SEDAR profile of the Issuer
This Material Change Report and Notice of Change in Corporate Structure	SEDAR profile of the Issuer

**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 Bux, CEO  
Telephone: 604.282.6567

**Item 9: Date of Report**

October 30, 2014

## Schedule “A”

**NOOR ENERGY CORPORATION**  
2000 – 1177 West Hastings Street  
Vancouver, BC V6E 2K3



165 – 10551 Shellbridge Way  
Richmond, BC V6X 2W8

### **NOOR ENERGY CORPORATION ANNOUNCES COURT APPROVAL AND CLOSING A PLAN OF ARRANGEMENT WITH BIOMARK DIAGNOSTICS INC. AND BIOMARK CANCER SYSTEMS INC.**

**Vancouver, B.C. – (October 30, 2014) Noor Energy Corporation (“Noor”) and Biomark Diagnostics Inc. (“Biomark Diagnostics”).** Noor and Biomark Diagnostics are pleased to announce that on October 30, 2014, the statutory plan of arrangement entered into on June 19, 2014 (the “**Arrangement**”) among Noor, Biomark Diagnostics, and Biomark Cancer Systems Inc. (“**Biomark Cancer Systems**”) received approval from the Supreme Court of British Columbia in accordance with Part 9 of the *Business Corporation Act* (British Columbia), and the Arrangement was subsequently completed on October 30, 2014. As a result of completing the Arrangement, Biomark Diagnostics became a reporting issuer in Alberta and British Columbia, and Biomark Cancer Systems became a wholly-owned subsidiary of Biomark Diagnostics.

On June 19, 2014, Noor, Biomark Diagnostics and Biomark Cancer Systems entered into an Arrangement Agreement and Plan of Arrangement (the “**Arrangement Agreement**”).

Completion of the Arrangement as set forth in the Arrangement Agreement was approved by consent resolutions of the shareholders of Biomark Cancer Systems on October 27, 2014, and a final order granted by the Supreme Court of British Columbia on October 30, 2014 in accordance with Part 9 of the *Business Corporations Act* (British Columbia).

Pursuant to the Arrangement, the following principal steps were completed on October 30, 2014:

- Biomark Cancer Systems purchased all the issued and outstanding Common Shares of Biomark Diagnostics from Noor;
- Biomark Diagnostics acquired 46,935,040 Common Shares of Biomark Cancer Systems, being all the issued and outstanding share capital, from all the shareholders of Biomark Cancer Systems through a 1-for-1 share exchange; and
- Biomark Diagnostics issued a net amount of 310,000 Common Shares of Biomark Diagnostics to Noor, which were subsequently distributed to the shareholders of Noor as of the record date of October 28, 2014, on a pro-rated basis according to their shareholdings.

Upon the Arrangement becoming effective on October 30, 2014, Biomark Diagnostics became a reporting issuer in the jurisdictions of Alberta and British Columbia, and has issued a total of 47,245,040 Common Shares. The CUSIP for the Common Shares of Biomark Diagnostics is 09073K108.

Biomark Diagnostics was incorporated on June 19, 2014 and its fiscal year end is March 31. As a result of completing the Arrangement, Biomark Diagnostics has one wholly-owned subsidiary, Biomark Cancer Systems, which was incorporated on February 27, 2014.

**For further information on Noor, please contact:**

Kyle Stevenson  
President & Chief Executive Officer  
Noor Energy Corporation  
(604) 687-1779  
E: [kyle@stevensonir.com](mailto:kyle@stevensonir.com)

Biomark Diagnostics Inc.

Biomark Diagnostics is a Canadian based company that has purchased certain assets relating to, and will continue to develop, an advanced stage cancer diagnostic business. Our cancer diagnostics technology has developed to date into a metabolomics-based diagnostic assay that allows for early cancer detection. We are currently focused on bringing our cancer diagnostic kits and detection system up to commercialization standards and hope to commence distribution once clinical trials are complete and regulatory acceptance is obtained.

**For further information on Biomark Diagnostics, please contact:**

Rashid Ahmed Bux  
President & Chief Executive Officer  
Biomark Diagnostics Inc.  
Telephone 604.282.6567  
Email: [info@biomarkdiagnostics.com](mailto:info@biomarkdiagnostics.com)

**Forward-Looking Information:**

This press release may include forward-looking information within the meaning of Canadian securities legislation. The forward-looking information is based on certain key expectations and assumptions made by the management of Fundamental and Salient. Although the companies believe that the expectations and assumptions on which such forward-looking information is based are reasonable, undue reliance should not be placed on the forward-looking information because the companies cannot provide any assurance that it will prove to be correct. These forward-looking statements are made as of the date of this press release and the companies disclaims any intent or obligation to update publicly any forward-looking information, whether as a result of new information, future events or results or otherwise, other than as required by applicable securities laws.