NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

TAKE NOTICE that the annual general meeting of shareholders (the "**Meeting**") of BioMark Diagnostics Inc. (the "**Company**") will be held at #**1100 - 1050 West Pender St., Vancouver, BC V6E 3S7 on Tuesday, November 22, 2016 at 11:00 a.m. (Vancouver Time)** for the following purposes:

1. to receive the financial statements of the Company for its fiscal year ended March 31, 2016 and the report of the auditors thereon;

2. to fix the number of directors for the ensuing year at five (5);

3. to elect directors of the Company for the ensuing year;

4. to appoint Manning Elliott LLP, Chartered Accountants, as auditors for Company for the ensuing year and to authorize the directors to fix their remuneration;

Accompanying this Notice of Meeting are a Management Information Circular and Proxy.

A shareholder entitled to vote at the Meeting is entitled to appoint a proxyholder to attend and vote on behalf of that shareholder. If you are unable to attend the Meeting, or any adjournment thereof, in person, please date, execute, and return the enclosed form of proxy in accordance with the instructions set out in the notes to the proxy and any accompanying information from your intermediary.

DATED at Richmond, British Columbia on October 18, 2016

ON BEHALF OF THE BOARD OF DIRECTORS

"Rashid Ahmed"

Rashid Ahmed
President, Chief Executive Officer and a Director

Management Information Circular

DATED OCTOBER 18, 2016

This Management Information Circular (the "**Circular**") is being furnished in connection with the solicitation by management of BioMark Diagnostics Inc. (the "**Company**") of proxies to be voted at an annual general meeting of the security holders to be held on November 22, 2016 (the "**Meeting**"). The information contained in this Management Information Circular is effective as of October 18, 2016, unless otherwise specifically stated.

These securityholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the issuer or its agent has sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. By choosing to send these materials to you directly, the issuer (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

SOLICITATION OF PROXIES

This Circular is provided in connection with the solicitation of proxies by the management of the Company. The form of proxy or voting instruction form which accompanies this Circular (the "**Proxy**") is for use at the Meeting, at the time and place set out in the accompanying Notice of Meeting, and any adjournment thereof. The Company will bear the cost of this solicitation. The solicitation will be made by mail, but may also be made by telephone.

APPOINTMENT AND REVOCATION OF PROXY

Registered Shareholders

Registered shareholders may vote their common shares by attending the Meeting in person or by completing the enclosed proxy. Registered shareholders should deliver their completed proxies to Computershare Investor Services Inc. (by mail, fax, telephone or internet according to the instructions on the proxy) at least 48 hours (excluding Saturdays, Sundays and holidays) before the start of the Meeting or any adjournment thereof. An instrument of proxy must be signed by the shareholder or its attorney in writing, or, if the shareholder is a corporation, it must be either under its common seal or signed by a duly authorized officer.

The persons named in the proxy are directors and officers of the Company. **A shareholder has the right to appoint a person to attend and act on his or her behalf at the Meeting other than the nominees of management named in the enclosed instrument of proxy. A shareholder who wishes to appoint some other person to represent him or her at the Meeting may do so by striking out the printed names and inserting the desired person's name in the blank space provided.**

A registered shareholder may revoke a proxy by:

a) signing a proxy with a later date and delivering it at the time and place noted above;

b) signing and dating a written notice of revocation and delivering it at the time and place noted above; or

c) attending the Meeting or any adjournment of the Meeting and registering with the scrutineer as a shareholder present in person.

Non-Registered Shareholders

In many cases, common shares of the Company beneficially owned by a holder (a "**Non-Registered Holder**") are registered either:

a) in the name of an intermediary (an "**Intermediary**") that the Non-Registered Holder deals with in respect of the shares, such as, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans; or

b) in the name of a clearing agency (such as the Canadian Depository for Securities Limited) of which the Intermediary is a participant.

Intermediaries are required to forward meeting materials to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them. Very often, Intermediaries will use service companies to forward the meeting materials to Non-Registered Holders. Generally, Non-Registered Holders who have not waived the right to receive meeting materials will either:

a) be given a proxy which has been signed by an Intermediary (typically by a facsimile, stamped signature) which is restricted as to the number of shares beneficially owned by the Non-Registered Holder but which is otherwise uncompleted. This form of proxy need not be signed by the Non-Registered Holder. In this case, the Non-Registered Holder who wishes to submit a proxy should otherwise properly complete the form of proxy and return it in accordance with the instructions provided in the form, or

b) more typically, be given a voting instruction form that must be completed and signed by the Non-Registered Holder in accordance with the directions on the voting instruction form. In this case, the Non-Registered Holder should return it in accordance with the instructions provided in the form.

The purpose of these procedures is to permit Non-Registered Holders to direct the voting of the shares they beneficially own. Should a Non-Registered Holder who receives either a proxy or a voting instruction form wish to attend and vote at the Meeting in person (or have another person attend and vote on behalf of the Non-Registered Holder), the Non-Registered Holder should strike out the names of the persons named in the proxy and insert the Non-Registered Holder's (or such other person's) name in the blank space provided or, in the cases of a voting instruction form, follow the corresponding instructions on the form. In either case, Non-Registered Holders should carefully follow the instructions of their Intermediaries and their service companies. If Non-Registered Holders do not follow such instructions and attend the Meeting, they will not be entitled to vote at the Meeting.

A Non-Registered Holder may revoke a voting instruction form or a waiver of the rights to vote and to receive Meeting materials by written notice to the Intermediary at least seven days prior to the Meeting.

The common shares represented by a proxy will be voted or withheld from voting in accordance with the instructions of the shareholder on any ballot that may be called for and if the shareholder specifies a choice with respect to any matter to be acted upon, such common shares will be voted accordingly.

IF NO CHOICE IS SPECIFIED IN THE PROXY WITH RESPECT TO A MATTER TO BE ACTED UPON, THE PROXY CONFERS DISCRETIONARY AUTHORITY WITH RESPECT TO THAT MATTER UPON THE DESIGNATED PERSONS NAMED IN THE FORM OF PROXY. IT IS INTENDED THAT THE DESIGNATED PERSONS WILL VOTE THE COMMON SHARES REPRESENTED BY THE PROXY IN FAVOUR OF EACH MATTER IDENTIFIED IN THE PROXY.

The proxy or voting instruction form gives the person named in it the discretion to vote as they see fit on any amendments or variations to matters identified in the Notice of Meeting, or any other matters, which may properly come before the Meeting. At the time of printing this Circular, the management of the Company knows of no other matters which may come before the Meeting other than those referred to in the Notice of Meeting.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Company is authorized to issue an unlimited number of common shares without par value. As of the record date, determined by the Board of Directors of the Company to be the close of business on October 18, 2016 (the "**Record Date**"), the Company had 54,436,543 common shares outstanding. All common shares in the capital of the Company are of the same class and each common share carries the right to one vote.

Shareholders registered on the Record Date are entitled to attend and vote at the Meeting or any adjournment thereof. Shareholders who wish to be represented by proxy at the Meeting must, to entitle the person appointed by the Proxy or voting instruction form to attend and vote, deliver their proxies or voting instruction forms at the place and within the time set forth in the notes to the Proxy or voting instruction form.

To the extent that a person has transferred any common shares after the Record Date, and the transferee of those common shares produces a properly endorsed share certificate or otherwise establishes ownership no later than 10 days before the Meeting, such person shall be entitled to demand inclusion in the list of shareholders prepared by the Company before the Meeting and to vote thereat. The transfer books will not be closed.

To the best knowledge of the executive officers of the Company, as of the date of this Circular, there were no individuals or companies who beneficially own, directly or indirectly, or exercise control or direction over, 10% or more of the common shares of the Company, other than as set forth below.

Name of Shareholder	Number of Common Shares Owned	Percentage of Outstanding Common Shares[(1)]
Biomark Technologies Inc.[(2)]	41,004,167	75%

(1) Based on 54,436,543 common shares issued and outstanding as of the Record Date

(2) Biomark Technologies Inc. is a company which Rashid Ahmed, the CEO, President and a director of the Company, is one of many control persons for Biomark Technologies Inc.

PARTICULARS OF MATTERS TO BE ACTED UPON

PRESENTATION OF FINANCIAL STATEMENTS

The audited financial statements of the Company for the financial year ended March 31, 2016, together with the report of the auditor thereon, will be placed before the Meeting. Receipt at the Meeting of the audited financial statements will not constitute approval or disapproval of any matters referred to therein. No vote will be taken on the audited financial statements. The audited financial statements are available on SEDAR at www.sedar.com.

Pursuant to National Instrument 51-102 and National Instrument 54-101, a person or corporation who in the future wishes to receive annual and interim financial statements from the Company must deliver a written request for such material to the Company. Shareholders who wish to receive annual and interim financial statements are encouraged to complete the appropriate section on the request form attached to this Circular and send it to the Transfer Agent.

ELECTION OF DIRECTORS

The articles of the Company provide that the Board of Directors shall consist of a minimum of 1 and a maximum of 15 directors. The directors of the Company are elected annually and hold office until the next annual general meeting of the shareholders or until their successors are elected. Shareholders of the Company will be asked to consider and, if deemed appropriate, fix the number of Directors at five (5) and to nominate the persons below for election as directors of the Company to serve until their successors are elected or appointed.

Management recommends that shareholders vote FOR fixing the number of directors at five (5).

In the absence of instructions to the contrary, proxies given pursuant to the solicitation by the management of the Company will be voted for the nominees listed in this Circular. Management does not contemplate that any of the nominees will be unable to serve as a director. If any vacancies occur in the slate of nominees listed below before the Meeting, management will exercise discretion to vote the Proxy for the election of any other person or persons as directors.

The following table sets out the names of the nominees for election as directors, the offices they hold within the Company, their occupations, the length of time they have served as directors of the Company, the members of the compensation committee and the members of the audit committee and the number of shares of the Company and its subsidiaries which each beneficially owns directly or indirectly or over which control or direction is exercised as of the date of the Notice of Meeting:

Name, Place of Residence and Positions with the Company[3]	Principal Occupation[3]	Period Served as a Director[3]	Common Shares Beneficially Owned or Controlled[3]
Rashid Ahmed British Columbia, Canada *Chief Executive Officer and Director*[1]	CEO and President of the Company. Consultant (2014 to present) Biomark Technologies Inc. (2006 to present)	Since June 2014	Nil[4][5]
Dr. Bram Ramjiawan Manitoba, Canada *Director*[1] [2]	Director of Research Innovation and Regulatory Affairs and Director of Research, Asper Clinical Research Institute, at the St. Boniface Hospital in Winnipeg, Canada. (2008 to present)	Since September 2014	Nil[4]
Brian Cheng Missouri, USA *Director*[1] [2]	Pharmaceutical Science Management, Sensient Pharmaceutical (2002 to present)	Since September 2014	Nil[4]

(1) Brian Cheng, Dr. Bram Ramjiawan and Rashid Ahmed are members of the Audit Committee. Brian Cheng is Chairman of the Audit Committee.
(2) Brian Cheng, and Dr. Bram Ramjiawan are members of the Compensation Committee.
(3) The information in respect of these nominee Directors has been provided by the nominees themselves.
(4) Does not include stock options to purchase common shares.
(5) Rashid Ahmed, the CEO, President and a director of the Company, is one of many control persons for Biomark Technologies Inc. which owns 41,004,167 common shares.

The information as to shares beneficially owned has been provided by the directors and from the SEDI website.

Management recommends that shareholders vote FOR the election of each of the nominees listed above.

No proposed director:

(a) is, as at the date of this Circular, or has been, within 10 years before the date of this Circular, a director, chief executive officer or chief financial officer of any company (including the Company) that,

(i) was the subject of a cease trade, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days, while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or

(ii) was subject to a cease trade, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days after the proposed director was acting in the capacity as

director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer,

(b) is, as at the date of this Circular, or has been within 10 years before the date of this Circular, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets;

(c) has, within the 10 years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director; or

(d) has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with securities regulatory authority or been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor making an investment decision.

AUDIT COMMITTEE

Composition of Audit Committee

The Audit Committee of the Board of Directors of the Company is currently comprised of Brian Cheng, Dr. Bram Ramjiawan and Rashid Ahmed. Rashid Ahmed is not independent within the meaning of National Instrument 52-110 ("**NI 52-110**") whereas Brian Cheng, and Dr. Bram Ramjiawan are independent within the meaning of NI 52-110. All members of the Audit Committee are financially literate within the meaning of NI 52-110, by virtue of their business experiences. The Company's Audit Committee Charter is attached as Schedule A.

Relevant Education and Experience

The relevant education and experience of the members of the Audit Committee are set forth below.

Rashid Ahmed (B.Sc., MBA) has more than 20 years of business management at the senior level. He is the founder and CEO of BioMark Technologies Inc., a bio pharm business, which has achieved Phase III status in an unprecedented 3 years. He was co-founder and COO of Optima Health and KKT Spinecentres a developer and operator of spinal treatment centers located in Germany, China, Taiwan, UAE, Canada and India. He was President and Founder of Homeworks Inc. a subsidiary of BC Gas, the natural gas distributor in British Columbia, Canada. Mr. Ahmed servers on the board of two international health related companies and provides advisory services to African nations principally in East Africa. Mr. Ahmed has extensive contacts in the medical sectors on a global basis. Mr. Ahmed earned a Bachelor of Science in Business Administration with concentration in three areas from the Miami University in Ohio. Mr. Ahmed was inducted in the distinguished Phi Kappa Phi honorary for his outstanding educational achievement. Mr. Ahmed has the degree in Master of Business Administration from the University of Western Ontario where he earned several distinguished scholarships. Mr. Ahmed was a student at Nairobi University prior to obtaining a scholarship to attend Miami University.

Bram Ramjiawan (B.Sc., Ph.D) is the Director of Research Innovation and Regulatory Affairs and Director of Research, Asper Clinical Research Institute, at the St. Boniface Hospital in Winnipeg, Canada. He oversees the Office of Clinical Research, which has oversight of clinical research at St. Boniface. Prior to joining the hospital, Dr. Ramjiawan was with the Government of Canada-National Research Council as an Industrial Technology advisor who specialized in life sciences and biomedical technologies. Dr. Ramjiawan is an adjunct professor of Pharmacology and Therapeutics for the Faculty of Medicine at the University of Manitoba. He is on many national and international organizations. At the national level Dr. Ramjiawan is on the steering committee of the Canadian Standards Association on Medical Technology and Health Care. At the international level, he is a reviewer for the United States National Institutes of Health and for the European Union Commission on Health Science and Ethics. Dr. Ramjiawan is on the editorial board of an international journal, Journal of Pharmacoecomics and Outcomes Research. He is the co-chair of the St. Boniface Hospital Research Ethics Committee.

Brian Cheng ((B.Sc., M.Sc) is an accomplished technologist with vast experience (over 31 years) in technology development and commercialization. He has worked with leading pharmaceutical and medical diagnostic companies in

the United States – Monsanto, Covidien (Mallinckrodt) and Sensient Pharmaceutical Group. Brian Cheng explored and developed new technologies related to pain medication, new delivery mechanism, established new analytical methods and developed new applications. Brian Cheng has over 35 patents (drug development, manufacturing processes, formulation) and was instrumental in developing novel processes and drug candidates for Monsanto. Brian Cheng has been on the cGMP (current Good Manufacturing Practice) executive audit team and has held manufacturing Technology leader positions and has a Six Sigma Certification for product design and manufacturing. Brian Cheng has 15 publications related to American Chemical Society, American Association of Pharmaceutical Science and Commercial Processes.

Audit Committee Oversight

Since the commencement of the Company's most recently completed financial year, all recommendations to nominate and compensate the external auditor, Manning Elliott LLP, Chartered Accountants, by the Audit Committee were adopted by the Board of Directors.

Reliance on Certain Exemptions

Since the commencement of the Company's most recently completed financial year, the Company has not relied on any exemptions under Section 2.4 (De Minimis Non-audit Services) or any other exemptions, in whole or in part, granted under Part 8 of NI 52-110.

Pre-Approval of Policies and Procedures

The Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services; however, as provided for in NI 52-110 the Audit Committee must pre-approve all non-audit services to be provided to the Company or its subsidiaries, unless otherwise permitted by NI 52-110.

External Auditors' Service Fees

The aggregate fess billed by our auditor for the last two fiscal years are provided below.

Audit Service Fees	Fiscal Year Ended March 31, 2016 ($)	Fiscal Year Ended March 31, 2015 ($)
Audit Fees	15,000	18,000
Audit-Related Fees	0	0
Tax Fees	1,500	1,500
All other Fees	0	0
Total	**16,500**	**19,500**

Exemption

The Company is relying upon the exemption in section 6.1 of NI 52-110 which exempts "venture issuers" from the requirements of Part 3 *Composition of the Audit Committee* and Part 5 *Reporting Obligations* of NI 52-110.

MANAGEMENT CONTRACTS

Except as described above in this Circular, there are no management functions of the Company that are, to any substantial degree, performed by a person other than the directors or executive officers of the Company.

On May 14, 2014, the Company entered into an Independent Contractor Agreement (the "Agreement") with the CEO of the Company. According to the Agreement, the CEO will provide consulting services to the Company for one year with

a compensation of $240,000 per year plus benefits. In addition, the CEO will be paid a cash bonus equivalent to 30% of the annual salary at the end of each year if the trading price of the Company shares increased by more than 30% from the trading price at the beginning of the year. For the purpose of this calculation, the starting trading price is $0.25 per share. The CEO will also be granted stock options for 1,000,000 shares at a price of $0.25 per share (granted). Finally, if the Company's market capitalization exceeds $200 million USD, the CEO will be paid an additional cash bonus of $500,000. The terms of the CEO agreement is on year to year basis unless terminated accordance to the terms and conditions set forth in the agreement. According to the Agreement, the Company engaged CEO service to provide important services that include develop and direct the corporate strategy, resource allocation, review acquisitions or partnerships, drive or generate revenue growth, hire and retain staff as necessary, support in capital raise rounds, manage past relationships and build business and collaborations

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

The following is the disclosure required by Form 58-110F2 of National Instrument 58-101 Disclosure of Corporate Governance Practices

Board of Directors

The Board of Directors presently has three directors, two of whom are independent. If the proposed nominees are all elected at the Meeting, the Board of Directors will consist of three directors, two of whom will be independent. The definition of independence used by the Company is that used by the Canadian Securities Administrators, which is set out in section 1.4 of NI 52-110. A director is independent if he has no direct or indirect material relationship to the Company. A "material relationship" is a relationship which could, in the view of the Board of Directors, be reasonably expected to interfere with the exercise of the director's independent judgment. Certain types of relationships are by their very nature considered to be material relationships and are specified in section 1.4 of NI 52-110.

Two of the current directors are considered to be independent directors: Bram Ramjiawan and Brian Cheng. Rashid Ahmed is not considered to be independent, as he is a senior management of the Company.

The Board of Directors believes that the principal objective of the Company is to generate economic returns with the goal of maximizing shareholder value, and that this is to be accomplished by the Board of Directors through its stewardship of the Company. In fulfilling its stewardship function, the Board of Directors' responsibilities will include strategic planning, appointing and overseeing management, succession planning, risk identification and management, communications with other parties and overseeing financial and corporate issues. Directors are involved in the supervision of management.

The Company has developed written position descriptions for the chairman and the chief executive officer. Pursuant to the *Business Corporations Act* (British Columbia), directors must declare any interest in a material contract or transaction or a proposed material contract or transaction. Further, the independent members of the Board of Directors meet independently of management members when warranted. During the past fiscal year, the Board of Directors met more than four times, and each member of the Board of Directors, as constituted as at the date of each meeting, was in attendance at each meeting.

Other Directorships

The current and proposed directors of the Company are not a director in any other reporting issuer.

Orientation and Continuing Education

New directors of the Company are provided with a package of pertinent information about the Company which includes written information about the duties and obligations of directors, the business and operations of the Company and documents from recent board meetings. Specific details of the orientation of each new director are tailored to that director's individual needs and areas of interest.

The Company also provides continuing education to directors by way of management presentations to ensure that their knowledge and understanding of the Company's business remains current. The Company's financial and legal advisers are also available to the Company's directors.

Ethical Business Conduct

The Company has adopted a Code of Business Conduct and Ethics (the "**Code**") which is intended to document the principles of conduct and ethics to be followed by the Company's directors, officers and employees. The purpose of the Code is to:

- Promote integrity and deter wrongdoing.
- Promote honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest.
- Promote avoidance of conflicts of interest.
- Promote full, fair, accurate, timely and understandable disclosure in public communications made by the Company.
- Promote compliance with applicable governmental laws, rules and regulations.
- Promote and provide a mechanism for the prompt, internal reporting of departures from the Code.
- Promote accountability for adherence to the Code.
- Provide guidance to the Company's directors, officers and employees to help them recognize and deal with ethical issues.
- To help foster a culture of integrity, honesty and accountability throughout the Company.

A copy of the Code is available from the Company's offices. A copy is also given to all employees, consultants and directors. In the Board of Directors' regular meetings, the Board of Directors considers the Company's operations and business activities in light of the Code. The Board of Directors expect management to operate the business of the Company in a manner that enhances shareholder value and is consistent with the highest level of integrity.

Nomination of Directors

The Company does not have a formal process or committee for proposing new nominees for election to the Board of Directors. The nominees are generally the result of recruitment efforts by the Board members, including both formal and informal discussions among board members, and/or with recommendations from shareholders.

Compensation

The compensation committee currently consists of Bram Ramjiawan and Brian Cheng (the "**Compensation Committee**"). Directors' compensation is proposed by the CEO based on an in-depth review of Canadian Board compensation practices.

The officers' compensation is proposed by the Compensation Committee based on competitive compensation analysis to attract and retain qualified and appropriate individuals to the position. The market competitiveness of the compensation, and each of its components, is assessed annually relative to companies of similar size, scope and geographic spread of operations. In determining the officers' total compensation, the Compensation Committee considers the following responsibilities:

- Development of corporate strategies designed to achieve sustained growth with an objective of maximizing shareholder value which takes into account the opportunities and risks of the business
- Fostering best practices in corporate governance
- Identifying all significant risks to the Company's assets
- Managing the Company's affairs with a view to balancing short-term growth with positioning for medium and long-term growth
- Stewardship of the Company's operating and capital expenditures

Other Committees

The Board of Directors has not established any committees other than the Audit Committee and the Compensation Committee.

Assessments

There is no formal committee with the responsibility for assessing the effectiveness of the Board of Directors as a whole. The Board of Directors as a group reviews its performance and assesses the effectiveness of the Board of Directors as a whole.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Interpretation

"Named executive officer" ("**NEO**") means:

(a) a Chief Executive Officer ("**CEO**");

(b) a Chief Financial Officer ("**CFO**");

(c) each of the three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than $150,000 for that financial year; and

(d) each individual who would be an NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of that financial year.

General

The Company's compensation philosophy for NEOs is designed to attract well qualified individuals in what is essentially an international market by paying competitive base management fees plus short and long term incentive compensation in the form of stock options or other suitable long term incentives. In making its determinations regarding the various elements of executive compensation, the Board of Directors has access to and relies on published studies of compensation paid in comparable businesses.

The duties and responsibilities of the President and CEO are typical of those of a business entity of the Company's size in a similar business and include direct reporting responsibility to the Chairman of the Board of Directors, overseeing the activities of all other executive and management consultants, representing the Company, providing leadership and responsibility for achieving corporate goals and implementing corporate policies and initiatives.

Compensation Program Objectives

The objectives of the Company's executive compensation program are as follows:

- to attract, retain and motivate talented executives who create and sustain the Company's continued success;
- to align the interests of the Company's executives with the interests of the Company's shareholders; and
- to provide total compensation to executives that is competitive with that paid by other companies of comparable size engaged in similar business in appropriate regions.

Overall, the executive compensation program aims to design executive compensation packages that meet executive compensation packages for executives with similar talents, qualifications and responsibilities at companies with similar financial, operating and industrial characteristics. The Company is in the e-learning business and will not be generating significant revenues from operations for a significant period of time. As a result, the use of traditional performance standards, such as corporate profitability, is not considered by the Company to be appropriate in the evaluation of the performance of the NEO.

Purpose of the Compensation Program

The Company's executive compensation program has been designed to reward executives for reinforcing the Company's business objectives and values, for achieving the Company's performance objectives and for their individual performances.

Elements of Compensation Program

The executive compensation program consists of a combination of base salary, performance bonus and stock option incentives.

Purpose of Each Element of the Executive Compensation Program

The base salary of an NEO is intended to attract and retain executives by providing a reasonable amount of non-contingent remuneration.

In addition to a fixed base salary, an NEO is eligible to receive a performance-based bonus meant to motivate the NEO to achieve short-term goals. The pre-established, quantitative target(s) used to determine performance bonuses are set each fiscal year. Awards under this plan are made by way of cash payments only, which payment are made at the end of the fiscal year.

Stock options are generally awarded to an NEO on an annual basis based on performance measured against set objectives. The granting of stock options upon hire aligns an NEO's rewards with an increase in shareholder value over the long term. The use of stock options encourages and rewards performance by aligning an increase in an NEO's compensation with increases in the Company's performance and in the value of the shareholders' investments.

Determination of the Amount of Each Element of the Executive Compensation Program

Compensation Committee

The Compensation Committee was established on November 3, 2014.

The Company's executive compensation program is administered by the Compensation Committee of the Board of Directors. The Compensation Committee has, as part of its mandate, primary responsibility for making recommendations for approval by the Board of Directors with respect to the appointment and remuneration of executive officers of the Company.

Compensation of any NEO of the Company, other than that of the CEO, is reviewed annually by the CEO, who makes recommendations to the Compensation Committee. The Compensation Committee reviews the recommendations of the CEO and makes its own recommendations to the Board of Directors, which approves the compensation of any NEO based on the recommendations of the Compensation Committee. Compensation for the CEO is reviewed annually by the Compensation Committee, which then makes recommendations to the Board of Directors. The Board of Directors approves the base salary of each NEO based on the recommendations of the Compensation Committee.

The Compensation Committee will also evaluate the performance of the Company's senior executive officers and review the design and competitiveness of the Company's compensation plans.

During the most recently completed financial year, the members of the Compensation Committee were Brian Cheng and Bram Ramjiawan.

The Compensation Committee as of the date hereof is comprised of Brian Cheng and Bram Ramjiawan, each of whom is an independent director of the Company.

Base Salary

The base salary review of any NEO takes into consideration the current competitive market conditions, experience, proven or expected performance, and the particular skills of the NEO. Base salary is not evaluated against a formal "peer group". The Compensation Committee relies on the general experience of its members in setting base salary amounts.

Performance Bonuses

The Compensation Committee oversees the operation of the Company's bonus plan by evaluating and approving the targets and the objectives to be met by the NEO and the amount of bonus payable at specific levels of attainment of those targets and objectives. The bonus for any individual NEO varies dependent upon the position but, in any event, is capped at 10% of net sales and the factors considered in assessing the bonus amounts include, but are not limited to, expense control and attainment of specific strategic business goals.

Stock Options

The Company adopted a 10% fixed stock option plan whereby a maximum of 10% of the Company's issued and outstanding common shares are authorized for reservation for the grant of options from time to time (the "**Existing Plan**"). Under the Existing Plan, stock options are granted to directors, officers, employees and consultants as an incentive to serve the Company in attaining its goal of improved shareholder value. The Board of Directors determines which NEO (and other persons) are entitled to participate in the Company's Existing Plan; determines the number of options granted to such individuals; and determines the date on which each option is granted and the corresponding exercise price. The Board of Directors propose to amend the Existing Plan. For further information, refer to *"Adoption of Stock Option Plan".*

The Board of Directors has made, and will continue to make, these determinations subject to the provisions of the applicable stock option plan and, where applicable, the policies of the Canadian Securities Exchange (the "**CSE**").

Previous grants of option-based awards are taken into account when considering new grants.

As of the Record date, there are 4,490,000 stock options issued and outstanding.

Link to Overall Compensation Objectives

Each element of the executive compensation program has been designed to meet one or more objectives of the overall program.

The fixed base salary of any NEO, combined with the granting of stock options, has been designed to provide total compensation which the Board of Directors believe is competitive with that paid by other companies of comparable size engaged in similar business in appropriate regions.

Option-based Awards

The Existing Plan has been used to provide share purchase options which are granted in consideration of the level of responsibility of the executive as well as his or her impact or contribution to the longer-term operating performance of the Company. In determining the number of options to be granted to the executive officers, the Board of Directors takes into account the number of options, if any, previously granted to each executive officer, and the exercise price of any outstanding options to ensure that such grants are in accordance with the policies of the CSE, and closely align the interests of the executive officers with the interests of shareholders.

The Board of Directors as a whole, has the responsibility to administer the compensation policies related to the executive management of the Company, including option-based awards.

The Existing Plan is administered by the Board of Directors. The plans are designed to give each option holder an interest in preserving and maximizing shareholder value in the longer term to enable the Company to attract and retain individuals with experience and ability and to reward individuals for current performance and expected future performance. The Board of Directors considers stock option grants when reviewing executive officer compensation packages as a whole.

Summary Compensation Table

The following table is a summary of compensation paid to the NEOs for the Company's three most recently completed financial years ended March 31:

Name and Principal Position	Year	Salary ($)	Share-Based Awards ($)	Option-Based Awards ($)	Non Equity incentive plan compensation ($)		Pension Value ($)	All other Compensation ($)	Total Compensation ($)
					Annual Incentive Plans	Long term Incentive Plans			
Rashid Ahmed, President, CEO and Director[1]	2016	240,000	Nil	N/A	Nil	Nil	Nil	Nil	240,000
	2015	94,481	N/A	N/A	N/A	N/A	N/A	100,000[3]	N/A
	2014	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Abbey Abdiye, CFO[2]	2016	72,000	Nil	N/A	Nil	Nil	Nil	Nil	72,000
	2015	57,940	N/A	N/A	N/A	N/A	N/A	N/A	57,940
	2014	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A

(1) Appointed as President and CEO of the Company on June 19, 2014.
(2) Appointed as CFO of the Company on September 11, 2014.
(3) Due to cash flow shortage in the Company, Rashid agreed to accept 200,000 shares of BDI at $0.50 per share or $100,000 in share value in lieu of compensation.

Incentive Plan Awards - Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth information in respect of all share-based awards and option-based awards outstanding at the end of the most recently completed financial year ended March 31, 2016 to the NEO of the Company:

	Option-based Awards				Share-based Awards	
Name	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price[3] ($)	Option Expiration Date[4]	Value of Unexercised in-the-money Options[6] ($)	Number of Shares or Units of Shares That Have not Vested (#)	Market or Payout Value of Share-Based Awards That Have not Vested[5] ($)
Rashid Ahmed, President, CEO and Director[1]	1,900,000[7]	0.25	October 31, 2019	Nil	Nil	Nil
Abbey Abdiye, CFO[2]	220,000[7]	0.25	October 31, 2019	Nil	Nil	Nil

(1) Appointed as President and CEO of the Company on June 19, 2014.
(2) Appointed as CFO of the Company on September 11, 2014.
(3) The exercise price of stock options was set according to the rules of the CSE.

(4) Pursuant to the Existing Plan, these stock options expired 90 days.
(5) The market value of the common shares of the Company on the date of grant is the price at which the Company's shares closed for trading.
(6) Determined by subtracting the exercise price from the market price on March 31, 2016 ($0.14)
(7) As of the Record Date, 50% of the options have been vested, of which 25% was exercisable.

Incentive Plan Awards – Value Vested or Earned During the Most Recently Completed Financial Year

The following table presents information concerning value vested with respect to option-based awards and share-based awards for each NEO during the most recently completed financial year ended March 31, 2016:

Name	Option-Based Awards – Value Vested During the Year[3] ($)	Share-Based Awards – Value Vested During the Year ($)	Non-Equity Incentive Plan Compensation – Value Earned During the Year ($)
Rashid Ahmed, President, CEO and Director[1]	N/A	Nil	Nil
Abbey Abdiye, CFO[2]	N/A	Nil	Nil

(1) Appointed as President and CEO of the Company on June 19, 2014.
(2) Appointed as CFO of the Company on September 11, 2014.
(3) Determined by subtracting the exercise price from the market price on March 31, 2016 ($0.14)

Pension Plan Benefits – Defined Benefits Plan

The Company does not have a defined benefits pension plan.

Pension Plan Benefits – Defined Contribution Plan

The Company does not have a defined contribution pension plan.

Termination and Change of Control Benefits

Other than as described below, during the most recently completed financial year there were no employment contracts, agreement, plans or arrangements for payments to an NEO, at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change in control of the Company or a change in an NEO's responsibilities.

Effective May 14, 2014, the Company entered into an employment agreement with Rashid Ahmed, President and CEO of the Company. Under the employment agreement, Mr. Ahmed is entitled to a base salary of $240,000 per annum. Mr. Ahmed is also entitled to consideration for bonuses from time to time. The Board of Directors has provided a bonus structure to the CEO in his dual capacity of responsibility as CEO.

Director Compensation

Director Compensation Table

The following table sets forth information with respect to all amounts of compensation provided to the directors of the Company for the most recently completed financial year ended March 31, 2016.

Name	Fees Earned ($)	Share-Based Awards ($)	Option-Based Awards ($)	Non-Equity Incentive Plan Compensation ($)	Pension Value ($)	All Other Compensation ($)	Total ($)

Brian Cheng[(1)(2)]	Nil	Nil	N/A	Nil	Nil	Nil	0
Dr. Bram Ramjiawan[(1)(3)]	Nil	Nil	N/A	Nil	Nil	Nil	0

(1) Appointed as a director of the Company on September 11, 2014.
(2) 150,000 stock options were granted on October 31, 2014.
(3) 100,000 stock options were granted on October 31, 2014.

Share-Based Awards, Options-Based Awards and Non-Equity Incentive Plan Compensation

Incentive Plan Awards - Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth information in respect of all share-based awards and option-based awards outstanding at the end of the most recently completed financial year ended March 31, 2016 to the directors of the Company:

	Option-Based Awards				**Share-Based Awards**	
Name	**Number of Securities Underlying Unexercised Options (#)**	**Option Exercise Price ($)**	**Option Expiration Date**	**Value of Unexercised in-the-money Options[(1)] ($)**	**Number of Shares or Units of Shares That Have not Vested (#)**	**Market or Payout Value of Share-Based Awards That Have not Vested ($)**
Brian Cheng[(2)]	150,000[(3)(5)]	0.25	October 31, 2019	Nil	Nil	Nil
Dr. Bram Ramjiawan[(2)]	100,000[(4)(5)]	0.25	October 31, 2019	Nil	Nil	Nil

(1) Determined by subtracting the exercise price from the market price on March 31, 2016 ($0.14)
(2) Appointed as a director of the Company on September 11, 2014.
(3) 150,000 stock options were granted on October 31, 2014.
(4) 100,000 stock options were granted on October 31, 2014.
(5) As of the Record Date, 50% of the options have been vested.

Incentive Plan Awards – Value Vested or Earned During the Most Recently Completed Financial Year

The following table presents information concerning value vested with respect to option-based awards and share-based awards for the directors of the Company during the most recently completed financial year ended March 31, 2016:

Name	**Option-based awards – Value vested during the year[(1)] ($)**	**Share-based awards – Value vested during the year ($)**	**Non-equity incentive plan compensation – Value earned during the year ($)**
Brian Cheng[(2)]	N/A	Nil	Nil
Dr. Bram Ramjiawan[(2)]	N/A	Nil	Nil

(1) Determined by subtracting the exercise price from the market price on March 31, 2016 ($0.14)

(2) Appointed as a director of the Company on September 11, 2014.

Securities Authorized for Issuance Under Equity Compensation Plan

The following table sets out, as of the end of the most recently completed financial year ended March 31, 2016, all required information with respect to compensation plans under which equity securities of the Company are authorized for issuance:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders (1)	4,490,000	$0.25	Nil
Equity compensation plans not approved by securityholders	Nil	N/A	Nil
Total	4,490,000	$0.25	Nil

(1) On October 31, 2014 pursuant to the stock option plan, the Company issued 4,490,000 stock options to directors, officers and consultants of the Company at an exercise price of $0.25 per share expiring five years from the date of grant.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No director, executive officer or employee of the Company or any of its subsidiaries, former director, executive officer or employee of the Company, proposed nominee for election as a director of the Company, or any associate of any of the foregoing, (i) is or has been indebted to the Company at any time since the beginning of the most recently completed financial year; or (ii) is or has been the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company at any time since the beginning of the most recently completed financial year.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No person who is an informed person (as such term is defined in National Instrument 51-102) of the Company, any proposed Director of the Company or any associate or affiliate of any informed person or proposed Director has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries.

APPOINTMENT OF AUDITOR

On October 15, 2014, Manning Elliott LLP was appointed as the auditor of the Company, replacing Davidson and Company, who had been the auditor of the Company since incorporation.

At the Meeting, shareholders will be asked to appoint Manning Elliott LLP as the auditor of the Company, to hold office until the next annual meeting of shareholders or until such firm is removed from office or resigns as provided by law, and to authorize the Board of Directors to fix the remuneration to be paid to the auditor.

Management recommends that shareholders vote FOR the appointment of Manning Elliott LLP.

INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

Except as disclosed elsewhere in this Circular, no director or executive officer of the Company who was a director or executive officer since the beginning of the last financial year, each proposed nominee for election as a director of the Company, or any associate or affiliates of any such directors, officers or nominees, has any material interest, direct or indirect, by way of beneficial ownership of common shares or other securities in the Company or otherwise, in any matter to be acted upon at the Meeting other than the election of directors.

ADDITIONAL INFORMATION

Additional information relating to the Company is available on SEDAR at www.sedar.com. Financial information is provided in the Company's comparative financial statements and management's discussion and analysis for its most recently completed financial year, which is viewable on SEDAR under the Company's profile. Shareholders may also contact the Company at Suite 165 – 10551 Shellbridge Way, Richmond, British Columbia, V6X 2W8, or by telephone at 604.282.6567, to request copies of the Company's comparative financial statements and management's discussion and analysis for its most recently completed financial year.

RESEARCH AND DEVELOPMENT

The Company is focused on the research, development and commercialization of its metabolomics based assays which include the novel Acetylated Biomarker Assay (ABA) and use of specific fingerprint metabolites. BioMark's technology platform, for which we hold the required patents is robust and can be used for cancer screening, predicting tumour response to treatment and potentially for monitoring for cancer recurrence.

The ABA Technology is designed to provide information that is highly sensitive, reliable and specific for early stage "red alerts" for solid tumours. The current diagnostic assay involves hospital or commercial laboratory-based testing using our internally-developed standard liquid chromatography-mass spectrometry, for which an Investigational Testing Application has been submitted to Health Canada.(1) Pursuant to the Asset Purchase Agreement the Company acquired the first generation acetyl amantadine enzyme-linked immunosorbent assay ("ELISA") kits, and the necessary validation and selected tests will be conducted to meet technical and regulatory standards after the initial lab based assay is approved since standard liquid chromatography-mass spectrometry assay is the current "gold standard". Once the Elisa kits have been developed and tested, the Company anticipates to commence the design for a point-of-care in-vitro diagnostic kit with manufacturers who are certified and have the expertise in medical devices. Additionally, work on our existing infrared Raman-based detection system, which provides metabolite detection using a patented spectrometry technology continues as we look for new approaches to enhance the signal ratio. Diagnostic testing costs associated with our products are expected to decrease incrementally upon the launch of our ELISA kits, point-of-care in-vitro diagnostic kits and the Raman system, in comparison to the liquid chromatography-mass spectrometry assay tests.

BioMark has over the past 12 months developed with The Metabolomics Innovation Centre (TMIC) specific fingerprints that can enhance the predictive diagnostic assessment for specific type of cancer. Initial focus has been on lung cancer.

As discussed under "Principle Products" below, the types of cancers which the company initially focused its research and development include lung, breast, prostate and gastrointestinal(GI) cancers.

Gastrointestinal Cancer

In 2014, an estimated 24,400 Canadians will be diagnosed with GI Cancer and 9,300 will die of it. Overall, GI Cancer is the second leading cause of death from cancer (men and women combined). Worldwide 630,000 deaths are expected from GI Cancer per year, and risk increases with age, with 90% of cases occurring in individuals over 50 years of

---

(1) An Investigational Testing Application is an application for approval required under the Medical Devices Regulations of Canada for the sale of a device for investigational testing. All devices sold or offered for sale in Canada must meet the safety and effectiveness requirements of the Medical Devices Regulations. See "Health Canada- Drugs and Health Products": < http://www.hc-sc.gc.ca/dhp-mps/md-im/applic-demande/guide-ld/md_gd_ita_im_ld_aeeeng.php#a11>.

age.[2] Screening can reduce mortality rates if the cancer is detected at an early stage. Early stage detection has been shown to increase 5-year survival rates from 65% to 93%,[3] and as a result, many countries around the world are adopting screening programs for persons over the age of 50. However, low accuracy, high false positive or negative rates, invasiveness and high costs are major drawbacks of existing tests.

Lung Cancer

In 2014, an estimated 26,100 Canadians will be diagnosed with lung cancer and 20,500 will die of it. Lung cancer, which is the most preventable of all cancers, remains the most lethal form of cancer for both men and women.[4] Worldwide 1.6 million people die per year from lung cancer,[5] and the five-year survival rate is only 17%.[6] Current methods of diagnosis are expensive, invasive and have low sensitivity, and although technologies such as low-dose CT scans and molecular markers in sputum show promise, sensitivity rates are still low. Further, there are risks related to biopsy and surgery, and disease normally spreads before it is discovered.

Breast cancer
Breast cancer is the most common cancer in women and has the largest market in terms of numbers of patients diagnosed. Globally, breast cancer is the most common type of cancer, representing around 10% of all cancer types. The most common site of breast cancer is the milk ducts (more than 75%) followed by lobules. It is also found in men at a very low rate of below 1%. There are several factors that increase the prospect of developing breast cancer. The chances increase with age or with a family history of breast cancer. There is also increased risk with a personal history of cancer in one breast. Recently it has been found that lifestyle also plays an important role in breast cancer, with potential causes including oral contraceptives, late pregnancy, smoking, alcohol, hormone replacement therapies, lack of exercise, being overweight, and breast implants.

Early detection is always best for the treatment and prevention of malignancy. Breast self-examination is the simplest diagnostic option. Mammograms are strongly recommended for women above 40 years old. Magnetic resonance imaging (MRI) and biopsies are used in later stages. Genetic counseling is another 34 technique used to help women with a familial history of breast cancer from breast cancer 1 susceptibility protein (BRCA1) and breast cancer 2 susceptibility protein (BRCA2) mutations. The most common treatment followed currently is surgery, which ranges from lymph node biopsy and simple lumpectomy to mastectomy. In most cases it is followed up with adjuvant radiation therapy, chemotherapy, and hormone therapy. Chemotherapy is based on whether the tumors are positive or negative for human epidermal growth factor receptor 2 (HER2)

Breast cancer is the second most common cancer in the world and, by far, the most frequent cancer among women with an estimated 1.67 million new cancer cases diagnosed in 2012 (25% of all cancers). It is the most common cancer in women both in more and less developed regions. Breast cancer ranks as the fifth cause of death from cancer overall (522,000 deaths)[6a]

CORE PRODUCTS

SSAT-Amantadine Assay

The Acetylated Biomarker Assay(ABA) can be used as a frontline diagnostic for the detection of cancer in the human body (systemically). The N-acetylamantadine biomarker present in urine can be detected using three existing

---

[2] Canadian Cancer Society, “Colorectal cancer statistics”, 2014 online: Canadian Cancer Society <http://www.cancer.ca/en/cancer-information/cancer-type/colorectal/statistics/?region=on>.

[3] Canadian Cancer Society, “Survival statistics for colorectal cancer”, 2014 online: Canadian Cancer Society <http://www.cancer.ca/en/cancer-information/cancer-type/colorectal/prognosis-and-survival/survivalstatistics/?region=on>.

[4] Canadian Cancer Society, “Lung cancer statistics”, 2014 online: Canadian Cancer Society <http://www.cancer.ca/en/cancer-information/cancer-type/lung/statistics/?region=on>.

[5] World Health Organization, “Cancer”, February 2014 online: World Health Organization Media Centre <http://www.who.int/mediacentre/factsheets/fs297/en/>.

[6] Canadian Cancer Society, “Survival statistics for non-small cell lung cancer”, 2014 online: Canadian Cancer Society <http://www.cancer.ca/en/cancer-information/cancer-type/lung/prognosis-and-survival/survival-statistics/?region=qc>.

Company platforms. These platforms include Liquid Chromatography coupled with tandem Mass Spectrometry (LC/MS/MS), Surface Enhanced Raman Spectroscopy (SERS) and Enzyme Linked Immuno-Sorbent Assays (ELISA). Each of these detection technologies cover alternate market penetration points including hospitals and institutes (LC/MS/MS), contract and academic laboratories (LC/MS/MS and/or ELISA), as well as physician family practices (ELISA and/or SERS).

The LC/MS/MS detection assay has been developed in Canada and the internal standards were designed to meet all of the FDA criteria for the United States market. The ELISA assays will be developed and validated at a 13485 compliant facility in later following the approval of the LC/MS/MS method by Health Canada.

Metabolic Fingerprint Assays

Researchers at BioMark Diagnostics are developing novel and proprietary metabolic fingerprints as a follow up assay to the frontline Acetylated Biomarker Assay (ABA) for patients that have tested positive for carcinoma. Metabolic fingerprints are unique chemical patterns that exist naturally and are determined by the biochemical state of the cell. These metabolic fingerprints will allow physicians to determine the exact tissue location and stage of the carcinoma within the patient. The assay measures the levels specific metabolites that are unique to each type and stage of carcinoma. BioMark is currently developing the metabolic fingerprints for lung with plans to expand our repertoire to include all other major cancer types as capital and resources are secured.

The Company intends to develop the Technology platform first for select cancers that include lung, breast and prostate and colorectal. The premise behind the Technology is both scientifically and technically strong, and the associated evidence includes pre-clinical (in-vitro and in-vivo data) as well as clinical (human normal and affected individuals) data.[7][8][9] The lead products are for lung, breast, and colorectal cancers, and are being developed based on the best available research evidence.

Current technologies for the detection of lung cancer and colorectal cancer especially are of low sensitivity and exhibit poor detection accuracy. Furthermore both these cancers are usually diagnosed late and at a time when a cure is unlikely.

Business Objectives

Our primary business objectives over the next 12 months include:

- Raise capital
- Complete its Bangladesh and Canadian trial (estimated 218 patients) and submit an application to Health Canada for diagnostic application of its ABA assay initially using LCMS and followed by Elisa kits. The LCMS is the industry gold reference standard, hence to gain recognition the company is focusing on this analytical methodology; See notes below on activities related to our clinical trials.
- Develop a customized fingerprint assay with The Metabolomics Innovation Centre (TMIC) for lung cancer after revalidation of additional samples; Build supporting software as needed for the assay; The company anticipates the completion of the sample validation by end of this fiscal year.
- Commence research and development of breast cancer fingerprint assay with TMIC
- Design and develop ELISA kits for ABA for SSAT over-expressed tumour types;
- Continue to research technologies or methods that will increase the signal detection enrichment for its Surface Enhanced Raman System to support further commercialization viability of this low cost detection platform;;

[6A] Globocan Cancer Fact Sheet

[7] Alvaro P. M. Bras et al., “Spermidine/spermine N1 - acetyltransferase catalyzes amantadine acetylation” (2001) 29:5 Drug Metab Dispos 676.

[8] D.S. Sitar et al., “Amantadine acetylation as a Biomarker for malignancy” (2006) 79:2 Clin Pharmacol Ther 10.

[9] Guangyi Cao et al., “Quantification of an exogenous cancer Biomarker in urinalysis by Raman Spectroscopy” (2014) Analyst – Advance Article. Published online on August 19, 2014 at <http://pubs.rsc.org/en/journals/journalissues/an?e=1#!recentarticles&all>.

- Conduct and appropriately register the clinical trials which include measuring response to chemotherapy and surgical intervention for lung cancer;
- Hire additional staff;
- Developing industry collaborations;
- Publish papers that support the results of our discoveries; and
- Patent all relevant discoveries

Notes on Clinical Trials Activities

- Trial sites include Bangladesh and Manitoba Canada. Trials are conducted by third parties. In Manitoba the trials is conducted by Saint Boniface Research Center and in Bangladesh trials conducted at Bangladesh National Cancer Institute
- To date 200 patients in Bangladesh and 18 patients in Manitoba have been tested
- Patient trials samples have been completed for 200 patients in Bangladesh but the company filed for additional 300 patients from Health Canada. No objection letter (NOL) was approved by Health Canada for these additional 300 patients. The company will continue with the extension of this 300 patient trial pending results of first 218 patients.
  In Manitoba, the trials still continue at Cancer Care Manitoba. We have 18 cancer patients that were recruited.

Submission to Health Canada

Company is waiting to gain Health Canada approval for ABA assay initially using LCMS based on the samples from the clinical trial (218 patients). Complete analysis and submission to Health Canada will follow accordingly as soon as all necessary data analysis and review is completed by a biostatistician and the principal investigators associated with the study. Additional trials might be required to support the claims if necessary or to demonstrate robustness.

Potential ongoing related costs:

- Further analysis of samples if needed
- Submission and regulatory cost
- Follow-up associated on patients if necessary
- Additional sample analysis related to any outliers – patients that have high levels of enzyme but have not presented any symptomatic indication
- Re-validation of blood, serum and creation of serum standards
- Sample storage / transportation
- Internal standard costs for serum if needed
- Biostatistics analysis and packaging
- Publication of key findings
- Patent filing

Steps needed for commercialization

a) Submission and approval by Health Canada for the LCMS if data is efficacious
b) Revalidate serum standard if required by Health Canada
c) Test the standard in small scale market
d) Expand the test as needed with Health Canada approval

Total estimated costs range $ 700,000 - $ 1 million. The range could be higher pending additional clinical trial size request from Health Canada

Specialized Skill and Knowledge

Most aspects of the Company's business require specialized skills and knowledge. Such skills and knowledge include the areas of science, research, development, financing and accounting. The Company has executive officers and employees with extensive experience in science, research and product development in North America. As well, the Company's executive officers, directors and employees have experience in business development, regulatory affairs, managing clinical trials, international finance, and accounting.

Market

In 2014, the global market value for all types of cancer diagnostics was estimated at $117.6 billion USD and is projected to reach $157.5 billion USD by 2019 at Compounded Annual Growth Rate (CAGR) of 7.9%.

Also in 2014, the global market for next generation diagnostics, which includes newly developed protein biomarker, molecular biology, genetic screening, bioinformatics analytics and metabolomics technologies constituted $1.8 billion USD of this total diagnostics sector or 1.53%.

Furthermore, the next generation diagnostics market is projected to be worth approximately $10 billion USD by 2019 at a CAGR of 42.6%[11].

The Company believes its products will fill an unmet need in the market by providing cost-effective detection, screening and monitoring systems with high reliability and sensitivity utilizing its metabolomics based platform. The competitive advantage includes:

(a) lower cost;
(b) early detection and response to treatment as a companion diagnostic system;
(c) high predictability;
(d) high sensitivity and better specificity;
(e) a non-invasive method; and

Marketing Plan

Stage 1: will initially use a liquid chromatography-mass spectrometry based system for ABA, with the cost per test estimated at around $100 through a reference lab. Sales and marketing during stage 1 will consist of partnering or entering into a licensing agreement with labs; establishing links with screening networks and or insurance companies; and focusing on North America or economically capable countries to affect affordability.

Stage 2: will consist of introducing the Elisa diagnostic kit using monoclonal antibodies, for ABA which will reduce costs significantly, and has a global reach potential. Sales and marketing at this stage will consist of seeking a distributor or top-tier partner.

Stage 3 : Test and introduce the lung cancer fingerprint assay in select sites after the standards are approved by regulators.

Stage 4: will consist of testing new detection technologies using Surface Enhanced Raman Systems after enhancing its signal amplification for ABA. The goal is to reduce costs of detection, and prototypes will be developed to be tested against liquid chromatography-mass spectrometry and in-vitro diagnostics. Sales and marketing at this stage will consist of seeking a distributor or top-tier partner.

Stage 4: will consist of expanding the metabolomics platform for different cancer applications.

Our view is that getting into the market via strategic alliances and licensing with larger medical companies with established distribution networks and resources is the most efficient and timely method. Examples of focus of partnerships could be as follows:

a) Geographic:

(i) United States;
(ii) Canada;
(iii) China;
(iv) the rest of Asia;
(v) Germany;
(vi) the rest of Europe; and
(vii) the rest of the World; or

b) Desired Features of Potential Partners:

(i) access (e.g. owner/distributor) to patient service centres;
(ii) access to key physician/patient referral networks;
(iii) access to strong third-party payer networks;
(iv) introductions to potential directors, advisors or management to expand our corporate team; and
(v) local regulatory knowledge.

Potential revenue streams include:

- product sales (kits);
- service (expression analysis and tailored response to treatment solutions);
- out-licensing of technology ; and
- royalty based on sales).

Competitive Conditions

The Company competes with major research and development companies and other smaller biomedical companies in the acquisition, research, financing and development of new cancer related technologies in Canada and the US. Many of these companies are more experienced, larger and have greater financial resources for, among other things, financing and the recruitment and retention of qualified personnel.

Direct Competitors – Examples

Company	Biomarker	Cancer Diagnostic
BioMark Diagnostics	**N-acetylamantadine and fingerprint**	**Broad Coverage Lung, Breast, Melanoma, Prostate, Gastro Intestinal**
Matrix-Bio	**VeraMarker™ Liver VeraMarker™ Colon**	**Broad Coverage Liver and Colon**
Nuvera (CRO)	**BioInformatics/Analytical Approach** - genetic, protein and metabolite expression profiles	**Broad Coverage**
Biocrates	**Bioinformatics**	**Broad Coverage Services**

Indirect Competitors

Company	Approach	Cancer Diagnostic
Adaptive (PRVT)	Immuno-Sequencing ClonoSeq (relapse)	**Cutaneous T-Cell Lymphoma**
Amoy	Genetic Markers	**Lung, Colorectal, Colon, Breast Cancers**
AsymmetRx	Protein Biomarkers	**Prostate Cancer**
BioMarker Strategies	Phospho-protein Biomarkers	**Live Tissue (*ex-vivo*) Based Cancers**
BioMosaics	Biomarker GPC3 & PIG3	**HCC, hepatoblastoma, melanoma, testicular germ cell tumors, Wilms tumor**
BioView	Cancer Imaging	**Tissue Based Cancers**
Cynvenio	IHC liquid biopsy and circulating cancers	**CTC**
Epic Sciences	30 assays to track biomarkers and gene abnormalities	**CTC for 20 Cancers**
Epigenomics AG	DNA Methylation Markers	**Colon and Lung Cancer**
EXACT Sciences	Genetic Screening of Stool Samples	**Colorectal Cancer**
Hologic, Inc.	Molecular Biology PCA3	**Prostate Cancer**

In addition some the companies operate in jurisdictions that have different health care funding models. Refer to "Risk Factors – Competitive Risk".

Intellectual Properties

Please see "Significant Acquisitions and Dispositions" for a description of our intellectual property. The intellectual property acquired under the Asset Purchase Agreement constitutes the whole of the intellectual property held by the Company.

Number of Employees

As of March 31, 2016, the Company had several consultants. During the financial year ended March 31, 2016, the Company and its subsidiaries had four independent contractors. All management functions of the Company are performed by the directors or executive officers of the Company, either directly or through their consulting companies.

Reorganization

Please see "Corporate Structure - The Arrangement" for more details regarding the reorganization of the Company.

RISK FACTORS

The following information is a summary only of certain risk factors relating to the Company. Additional risk and uncertainties not presently known to the Company, or that are currently deemed immaterial, may also impair its operations. If any such risks actually occur, the business, financial condition, liquidity and results of the Company's operations could be materially adversely affected.

The Company's ability to finance and develop BioMark's cancer technology platform and products to production, generate revenues and profits from its intellectual properties, or any other resource that it may acquire, currently or in the future, is dependent upon a number of factors, including, without limitation, the following:

Stage of Development

There can be no assurance that its business will be successful or profitable or that the commercialization of its technology will be realized as planned. Development of the Company's technologies will only follow upon obtaining continuing satisfactory clinical results and being able to obtain sufficient financing to continue the development and eventual commercialization and market introduction. There is no assurance that the Company's research and development activities will result in any additional discoveries or that the current resources will be developed to production or be commercially viable. The long-term profitability of the Company's operations will be in part directly related to the cost and success of its technology development and clinical trials, which may be affected by a number of factors, some of which are set out herein.

Additional Capital

The Company's current operations do not generate any positive cash flow and it is not anticipated that any positive cash flows will be generated in the near future. To date, the Company has not recorded any revenues from core operations nor has the Company commenced commercial production on any intellectual properties. There can be no assurance that the Company will have sufficient capital resources to continue as a going concern, that significant losses will not continue to occur in the near future or that the Company will be profitable in the future. Additional financing may not be available when needed. Even if such additional financing is available, the terms of the financing might not be favorable to the Company and might involve substantial dilution to existing shareholders or sale of other disposition of an interest in any of the Company's assets or intellectual properties. Failure to raise capital when needed could have a material adverse effect on the Company's business, financial condition and results of operations.

Key Executives & Outside Consultants

The Company is dependent upon the services of key executives, including the directors of the Company, and will be dependent on a small number of highly skilled and experienced executives and personnel as development plans progress. Due to the relatively small size of the Company, the loss of these persons or the inability of the Company to attract and retain additional highly-skilled employees may adversely affect its business and future operations.

The Company has also relied upon outside consultants, scientists, engineers and others and intends to rely on these parties for their research and development expertise. Substantial expenditures are required to if such parties' work is deficient or negligent or is not completed in a timely manner; it could have a material adverse effect on the Company's business, financial condition and results of operations.

Market Risk for Securities

The market price for the Company's common shares is subject to wide fluctuations. Factors such as commodity prices, government regulation, interest rates, share price movements of peer companies and competitors, as well as overall market movements, may have a significant impact on the market price of the Company's securities. The stock market has from time to time experienced extreme price and volume fluctuations, which have often been unrelated to the operating performance of particular companies.

Clinical Research Success

Biomarkers are in vogue and a developmental foundation in this area is being built. Although there has been good progress, research is being supported by the National Institutes of Health and other foundations such as the US Department of Defence, and the Company is well positioned with the right technology base at the right time, there is no guarantee that its research and development efforts will be successful.

Clinical development studies and regulatory considerations are subject to risks and uncertainties that may significantly impact its expense estimates and development schedules, including:

- the scope, rate of progress and cost of the development of both these detection assays
- uncertainties as to future results of the efficacy of the tests;
- the issuers ability to enroll subjects in clinical trials for current and future studies;
- the Issuer's ability to raise additional capital; and
- the expense and timing of the receipt of regulatory approvals.

Competitive Risk

Although the market for the Company's product does appear to be sizeable, it expects some competition from other companies that are focused on similar technology. Although the competition appears to be focusing on more complex protein structures, which inherently will be more complex and difficult to develop than the Company's approach, giving it an advantage in the areas of cost, stability, simplicity in analysis and ease of detection, some of its competitors may have significantly greater financial, technical, marketing and other resources, may be able to devote greater resources to the development, promotion, sale and support of their products and services, and may have more extensive customer bases and broader customer relationships.

If the Company is not successful in achieving sufficient resources to invest in these areas, its ability to compete in the market may be adversely affected, which could materially and adversely affect its business, its financial condition and operations.

Science

Although the Company's core science is proven, its efforts to transition from the concept stage to the clinical stage and further to the commercialization stage may not be successful, thereby materially and adversely affecting its business, its financial condition and operations.

Intellectual Property

Although we have a strong patent base and plan to expand our patent portfolio in the future, there is no guarantee that the Company will be successful in registering future patents, or that the current patent applications will be approved.

Government Approval

The ability to market and commercialize the Company's products will be dependent on gaining the necessary government approvals. Although it has an experienced team handling its regulatory affairs, there is no guarantee of approval. Failure to gain the necessary government approvals would materially and adversely affect the Company's business, its financial condition and operations.

Advertising and Promotional Risk

The future growth and profitability will depend on the effectiveness and efficiency of advertising and promotional costs, including the Company's ability to (i) create brand recognition for its product; (ii) determine appropriate advertising strategies, messages and media; and (iii) maintain acceptable operating margins on such costs. There can be no assurance that advertising and promotional costs will result in revenues for its business in the future, or will generate awareness of its product or testing services. In addition, no assurance can be given that we will be able to manage its advertising and promotional costs on a cost-effective basis.

Uninsured or Uninsurable Risk

The Company may become subject to liability for risks against which it cannot insure or against which it may elect not to insure due to the high cost of insurance premiums or other factors. The payment of any such liabilities would reduce the funds available for our usual business activities. Payment of liabilities for which it does not carry insurance may have a material adverse effect on its financial position and operations.

Conflicts of Interest Risk

Certain directors and officers of the Company are also directors and operators in other companies. Situations may arise in connection with potential acquisitions or opportunities where the other interests of these directors and officers conflict with or diverge from the Company's interests. In accordance with the British Columbia *Business Corporations Act*, directors who have a material interest in any person who is a party to a material contract or a proposed material contract are required, subject to certain exceptions, to disclose that interest and generally abstain from voting on any resolution to approve the contract. In addition, the directors and the officers are required to act honestly and in good faith with a view to our best interests. However, in conflict of interest situations, directors and officers of the Company may owe the same duty to another company and will need to balance their competing interests with their duties to the Company. Circumstances (including with respect to future corporate opportunities) may arise that may be resolved in a manner that is unfavourable to the Company.

Going-Concern Risk

The financial statements of the Company has been prepared on a going concern basis under which an entity is considered to be able to realize its assets and satisfy its liabilities in the ordinary course of business. The future operations are dependent upon the identification and successful completion of equity or debt financing and the achievement of profitable operations at an indeterminate time in the future. There can be no assurances that the Company will be successful in completing equity or debt financing or in achieving profitability. The financial statements do not give effect to any adjustments relating to the carrying values and classification of assets and liabilities that would be necessary should it be unable to continue as a going concern.

APPROVAL OF THE BOARD OF DIRECTORS

The content of this Circular has been approved and the delivery to each shareholder of the Company entitled thereof and to the appropriate regulatory agencies has been authorized by the Board of Directors.

DATED at Richmond, British Columbia on October 18, 2016

ON BEHALF OF THE BOARD OF DIRECTORS

"Rashid Ahmed"

Rashid Ahmed
President, Chief Executive Officer and a Director

SCHEDULE A

BIOMARK DIAGNOSTICS INC.

(the "**Company**")

Audit Committee Charter

Mandate

The primary function of the Audit Committee (the "**Committee**") is to assist the Board of Directors in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Company to regulatory authorities and shareholders, the Company's systems of internal controls regarding finance and accounting and the Company's auditing, accounting and financial reporting processes. Consistent with this function, the Company will encourage continuous improvement of, and should foster adherence to, the Company's policies, procedures and practices at all levels. The Committee's primary duties and responsibilities are to:

Serve as an independent and objective party to monitor the Company's financial reporting and internal control system and review the Company's financial statements.

Review and appraise the performance of the Company's external auditors.

Provide an open avenue of communication among the Company's auditors, financial and senior management and the Board of Directors.

Composition

The Committee shall be comprised of three Directors as determined by the Board of Directors.

At least one member of the Committee shall have accounting or related financial management expertise. All members of the Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For the purposes of the Committee's Charter, the definition of "financially literate" is the ability to read and understand a balance sheet, an income statement and a cash flow statement. The definition of "accounting or related financial management expertise" is the ability to analyze and interpret a full set of financial statements, including the notes attached thereto, in accordance with Canadian generally accepted accounting principles.

Meetings

The Committee shall meet at least four times annually, or more frequently as circumstances dictate. As part of its job to foster open communications, the Committee meets at least annually with the Chief Financial Officer or senior financial person and the external auditors in separate sessions.

Responsibilities and Duties

To fulfill its responsibilities and duties, the Committee shall:

Review of Documents and Reports

- Review and update this Charter annually.
- Review the Company's financial statements, management's discussion and analysis, annual and quarterly earnings, and press releases before the Company discloses this information. Any reports or other financial information (including quarterly financial statements), which are submitted to any governmental body, or to the public, including any certification, report, opinion, or review rendered by the external auditors will also be reviewed.

- Review annually the performance of the external auditors who shall be ultimately responsible to the Board of Directors and the Committee as representatives of the shareholders of the Company.

- Obtain annually a formal written statement of external auditors setting forth all relationships between the external auditors and the Company.

- Review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the auditors.

- Take, or recommend that the full Board of Directors take, appropriate action to oversee the independence of the external auditors.

- Recommend to the Board of Directors the selection and, where applicable, the replacement of the external auditors nominated annually for shareholder approval.

- At each meeting, consult with external auditors, without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements.

- Review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements.

- Review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Company's external auditors. The pre-approval requirement is waived with respect to the provision of non-audit services if:

    a) the aggregate amount of all such non-audit services provided to the Company constitutes not more than five percent of the total amount of revenues paid by the Company to its external auditors during the fiscal year in which the non-audit services are provided;

    b) such services were not recognized by the Company at the time of the engagement to be non-audit services; and

    c) such services are promptly brought to the attention of the Committee by the Company and approved prior to the completion of the audit by the Committee or by one of more members of the Committee who are members of the Board of Directors to whom authority to grant such approvals has been delegated by the Committee.

Provided the pre-approval of the non-audit services is presented to the Committee's first scheduled meeting following such approval, this authority may be delegated by the Committee to one or more independent members of the Committee.

Financial Reporting Process

- In consultation with the external auditors, review and manage the integrity of the Company's financial reporting process, both internal and external.

- Consider the external auditors' judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting.

- Consider for approval, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the external auditors and management.

- Review significant judgments made by management in the preparation of the financial statements and the view of the external auditors as to appropriateness of such judgments.

- Following completion of the annual audit, review separately with management and the external auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.

- Review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements.

- Review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented.

- Review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters.

- Review certification process.

- Establish a procedure for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

- Review any related party transactions.