

FORM 51 – 102F3  
MATERIAL CHANGE REPORT

**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**

September 20, 2017

**Item 3: News Release**

A news release was issued and disseminate on September 20, 2017 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**

The issuer completed the second tranche of non-brokered private placement by issuing 1,873,000 units at price of \$0.10 per unit for gross proceeds of \$ 187,300. Each Unit consists of one common share (a “Share”) of the Company and one-half of a Share purchase warrant (a “Warrant”). Each whole Warrant shall entitle the holder to acquire one Share at a price of \$0.15 per Share for a period of two years after the date of issuance, subject to an acceleration clause. The Company anticipates closing further financing under the same term.

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

Please see attached Schedule “A”

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

Not applicable

**Item 7: Omitted Information**

None

**Item 8: Executive Officer**

Rashid Ahmed Bux, President & CEO

Telephone: 604.282.6567

Email: [info@biomarkdiagnostics.com](mailto:info@biomarkdiagnostics.com)

**Item 9: Date of Report**

September 20, 2017



165 – 10551 Shellbridge Way  
Richmond, BC, V6X 2W8

## **BIOMARK CLOSES SECOND TRANCHE OF PRIVATE PLACEMENT OFFERING**

**September 20, 2017 - Vancouver, British Columbia - BioMark Diagnostics Inc. (“BioMark” or the “Company”)** (CSE: BUX) (FSE: 20B) (OTCMKTS: BMKDF) is pleased to announce that further to its press release of May 9<sup>th</sup>, 2017, it has closed the second tranche of a non-brokered private placement for gross proceeds of \$187,300 wherein BioMark issued 1,873,000 units at a price of \$ 0.10 per unit. The Company anticipates closing further financing under the same term.

Each unit consists of one common share of BioMark and one-half of one share purchase warrant. One whole share purchase warrant will entitle the holder thereof to purchase one common share of BioMark at \$0.15 per share for a period of two years from the closing date of the private placement, subject to an acceleration clause. No Finders’ fees were payable on the private placement.

The proceeds of the private placement will be used for the continuation of the Company's phase three clinical trials, regulatory submission costs, marketing initiatives and general working capital. The securities issued under the private placement will be subject to a hold period of four months and one day.

Certain Insiders, Directors and Officers subscribed for a portion of this placement. Participation of the insiders of the Company in the private placement constitutes a related party transaction as defined under Multilateral Instrument 61-101 (*Protection of Minority Security Holders in Special Transactions*). Because the Company’s shares trade only on the CSE, the issuance of securities is exempt from the formal valuation requirements of Section 5.4 of MI 61-101 pursuant to Subsection 5.5(b) of MI 61-101 and exempt from the minority approval requirements of Section 5.6 of MI 61-101. The Company did not file a material change report 21 day prior to the closing of the private placement as the details of the participation of insiders of the Company had not been confirmed at that time.

### **About BioMark Diagnostics Inc.**

BioMark Diagnostics is developing proprietary, non-invasive, and accurate cancer diagnostic solutions, which can help detect, monitor and assess treatment for cancer early and cost effectively. The technology can also be used for measuring response to treatment and potentially for serial monitoring for cancer survivors. For more information please visit the company website at: [www.biomarkdiagnostics.com](http://www.biomarkdiagnostics.com)

On Behalf of the Board of Directors

**BIOMARK DIAGNOSTICS INC.**

***“Rashid Ahmed Bux”***

CEO and Director

### **Contact Information**

Rashid Ahmed Bux – President & CEO  
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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, concerning the business of BioMark. Forward-looking information is based on certain key expectations and assumptions made by the management of BioMark. Although BioMark believes 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 BioMark can give no assurance that they will prove to be correct. Forward-looking statements contained in this press release are made as of the date of this press release. BioMark 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.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities described herein in the United States. The securities described herein have not been and will not be registered under the United States Securities Act of 1933, as amended, or any applicable securities laws or any state of the United States and may not be offered or sold in the United States or to the account or benefit of a person in the United States absent an exemption from the registration requirements.

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