

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

December 16th, 2019

Item 3: News Release

A news release was issued and disseminate on December 16th, 2019 and filed on SEDAR (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 non-brokered private placement by issuing 2,231,157 units at price of \$0.30 per unit for gross proceeds of \$ 669,347.00. Each Unit consists of one common share (a “Share”) of the Company and one-half Share purchase warrant (a “Warrant”). Each whole Warrant shall entitle the holder to acquire one Share at a price of \$0.45 per Share for a period of two years after the date of issuance, subject to an acceleration clause. The Company will pay finders’ fees in accordance with CSE policies of a total of \$ 9,600.00 and issue a total of 32,000 finders’ warrants where each Finders’ Warrant entitles the holder to acquire one share a price of \$ 0.45 for a period of two years from the closing date of the private placement, subject to an acceleration clause. A debt conversion consisting of 200,000 units in settlement of the indebtedness in aggregate amount of \$60,000 to pay for Due to the Related Party.

Item 5: Full Description of Material Change

Please see attached Schedule “A”

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

Not applicable

Item 7: Omitted Information

None

Item 8: Executive Officer

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

Item 9: Date of Report

December 16th, 2019



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

BIOMARK CLOSES THE OVER-SUBSCRIBED PRIVATE PLACEMENT OFFERING

Vancouver, British Columbia – (December 16th, 2019) - BioMark Diagnostics Inc. (“BioMark” or the “Company”) (CSE: BUX) (FSE: 20B) (OTCMKTS: BMKDF) is pleased to announce that further to its press release of November 21st, 2019, it has closed the non-brokered private placement for gross proceeds of \$669,347.00 wherein BioMark issued 2,231,157 units at a price of \$ 0.30 per unit.

Each unit consists of one common share of BioMark and one-half share purchase warrant. One whole share purchase warrant will entitle the holder thereof to purchase one common share of BioMark at \$0.45 per share for a period of two years from the closing date of the private placement, subject to an acceleration clause. The Company will pay finders’ fees in accordance with CSE policies of a total of \$ 9,600.00 and issue a total of 32,000 finders’ warrants where each Finders’ Warrant entitles the holder to acquire one share a price of \$ 0.45 for a period of two years from the closing date of the private placement, subject to an acceleration clause. A debt conversion consisting of 200,000 units in settlement of the indebtedness in aggregate amount of \$60,000 to pay for Due to the Related Party.

The proceeds of the private placement will be used for necessary regulatory submission activities, sourcing clinical samples 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

On Behalf of the Board of Directors

BIOMARK DIAGNOSTICS INC.

“Rashid Ahmed Bux”

CEO and Director

Contact Information

Rashid Ahmed Bux – President & CEO

BioMark Diagnostics Inc.

Tel. 604-370-0779

Email: info@biomarkdiagnostics.com

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