

FORM 51 – 102F3
MATERIAL CHANGE REPORT

Item 1: Name and Address of Company

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

Item 2: Date of Material Change

May 4, 2022

Item 3: News Release

A news release was issued and disseminate on May 4, 2022 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 financing round included a non-brokered private placement for gross proceeds of \$1,265,500 wherein BioMark issued 5,062,000 units at a price of \$ 0.25 per unit. The securities issued under the private placement will be subject to a hold period of four months and one day. Each unit consists of one common share of BioMark and one-full purchase warrant. One whole share purchase warrant will entitle the holder thereof to purchase one common share of BioMark at \$0.45 per share for a period of two years from the closing date of the private placement, subject to an acceleration clause. A debt conversion consisting of 1,040,000 units in settlement of the indebtedness in aggregate amount of \$ 260,000 to pay for Due to the Related Party. No Finders’ fees were payable on the private placement.

Item 5: Full Description of Material Change

Please see attached Schedule “A”

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

Not applicable

Item 7: Omitted Information

None

Item 8: Executive Officer

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

Item 9: Date of Report

May 4, 2022



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

BIOMARK ANNOUNCES CLOSING OF \$1,5 MILLION FINANCING ROUND TO ACCELERATE COMMERCIALIZATION OF ITS LIQUID BIOPSY TECHNOLOGY

Vancouver, British Columbia – (May 4th, 2022) - BioMark Diagnostics Inc. (“BioMark” or the “Company”) (CSE: BUX) (FSE: 20B) (OTCMKTS: BMKDF) an advanced stage liquid biopsy company with a focus on hard to detect and treat cancers is pleased to announce today that it has closed a financing round to accelerate the commercialization of its liquid biopsy technology.

The financing round included a non-brokered private placement for gross proceeds of \$1,265,500 wherein BioMark issued 5,062,000 units at a price of \$ 0.25 per unit. The securities issued under the private placement will be subject to a hold period of four months and one day. Each unit consists of one common share of BioMark and one-full purchase warrant. One whole share purchase warrant will entitle the holder thereof to purchase one common share of BioMark at \$0.45 per share for a period of two years from the closing date of the private placement, subject to an acceleration clause. A debt conversion consisting of 1,040,000 units in settlement of the indebtedness in aggregate amount of \$ 260,000 to pay for Due to the Related Party. No Finders’ fees were payable on the private placement.

“We appreciate the trust and support of our long-standing investor and advisory Board member who participated in the round. We are also pleased to welcome a renowned businessman Mr. Barussaud who will be instrumental in supporting our path to commercialization and expand international collaboration. This is very encouraging to know that this group of strategic investors have deep conviction on BioMark’s cancer diagnostic platform and its ability to commercialize its dynamic early lung cancer test within the next 12-18 months,” says Rashid Bux CEO and President of BioMark.

In conjunction with the private round of financing, the Company was also successful in securing a non-dilutive line of credit up to \$235,000 through its wholly owned subsidiary BioMark Diagnostic Solutions Inc. in Quebec City, which brings a total of \$1,500,500 in working capital that will be used by the Company to prepare the lab accreditation, perform validation and verification study, engage into a large-scale lung cancer screening program in Quebec and perform business development activities in the US.

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 is developing proprietary, non-invasive, and accurate liquid biopsy-based 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 of cancer survivors.

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

For further information on BioMark, please Contact:

Rashid Ahmed Bux

President & CEO

BioMark Diagnostics Inc.

Tel. 604-370-0779

Email: info@biomarkdiagnostics.com

Forward-Looking Information:

This press release 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.

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