

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**

December 29, 2023

**Item 3: News Release**

A news release was issued and disseminate on December 29, 2023 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 financing round included a non-brokered private placement for gross proceeds of \$1,900,000 wherein BioMark issued 7,600,000 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 three years from the closing date of the private placement, subject to an acceleration clause. A debt conversion consisting of 1,032,261 units in settlement of the indebtedness in aggregate amount of \$ 258,065.25 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](mailto:info@biomarkdiagnostics.com)

**Item 9: Date of Report**

December 29, 2023



130 – 3851 Shell Rd  
Richmond, BC, V6X 2W2

## **BIOMARK ANNOUNCES CLOSING OF \$1.9 MILLION NON-BROKERED PRIVATE PLACEMENT**

**Vancouver, British Columbia – (December 29<sup>th</sup>, 2023)** - 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 \$1,900,000 wherein BioMark issued 7,600,000 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 three years from the closing date of the private placement, subject to an acceleration clause. A debt conversion consisting of 1,032,261 units in settlement of the indebtedness in the aggregate amount of \$ 258,065.25 to pay for Due to the Related Party. No Finders’ fees were payable on the private placement.

The proceeds of the private placement will be used for necessary regulatory submission activities, accelerate lab certification, development of internal standards, IP filing, validation of 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.

“We appreciate the trust and support of our long-standing investor base along with our advisory board members who participated in this private placement round. It’s very encouraging to know that we have established a group of strategic investors that appreciate BioMark’s dynamic cancer diagnostic platform and its commercialization capacity. We plan to introduce our early lung cancer diagnostics assay within the next 6-9 months,” says Rashid Bux CEO and President of BioMark.

In conjunction with the private round of financing, its wholly owned subsidiary BioMark Diagnostic Solutions Inc. has been awarded non-dilutive funding of CAD \$231,000 from the City of Quebec through its Vision Entrepreneuriale Québec 2026 aimed to accelerate commercialization and market development activities of its proprietary assay for early detection of lung cancer. BioMark intends to use this funding to support business development and commercialization efforts of its liquid biopsy assay that measures biomarkers for early detection of lung cancer. The project leverages its Quebec-based fully equipped laboratory to develop an effective, and affordable portfolio of assays for early cancer detection and treatment in a clinically approved and certified lab environment.

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.

The Company successfully held its Annual General Meeting on December 22, 2023, at 9:00 am (Vancouver Time) from its head office in Richmond, BC. All the motions were passed.

**About BioMark Diagnostics Inc.**

BioMark is developing proprietary, non-invasive, and accurate liquid biopsy-based cancer diagnostic solutions that 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.sedarplus.ca](http://www.sedarplus.ca) and 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](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.

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