

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

April 18, 2024

Item 3: News Release

A news release was issued and disseminated on April 18, 2024, and filed on SEDAR+ (www.sedarplus.ca). A copy of the news release is attached as Schedule “A” hereto.

Item 4: Summary of Material Change

The Company amended the term of 5,062,000 non-broker warrants (the “Warrants”) issued to a private placement financing that closed on May 4th, 2022. The Warrants carry an exercise price per share of C\$0.45 and are scheduled to expire on May 4th, 2024. The Company proposes to extend its term by two years such that the warrants will be exercisable until May 4th, 2026, at an exercise price per share of C\$0.45. All other terms of the warrants will remain unchanged.

In addition, the Company granted 4,625,000 stock options to key employees, management team, scientific advisors, and consultants. Each Option grants the holder the right to purchase one Common Share at a purchase price of \$0.45 per Common Share for a period of three years from the date of issuance. The Options shall vest according to the following vesting schedule: 25% shall vest immediately upon issue; 25% shall vest upon the date that is 6 months from the date of issue; 25% shall vest upon the date that is 12 months from the date of issue; and the remaining 25% shall vest upon the date that is 18 months from the date of issue. All terms and conditions of these options will be in accordance with the terms of the Company's Stock Option Plan (2022) and subject to approval by the Board of Directors.

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

April 18, 2024

Schedule A



130 – 3851 Shell Rd
Richmond, BC, V6X 2W8

BIOMARK ANNOUNCES WARRANT EXTENSION AND GRANTING OF OPTIONS

Vancouver, British Columbia – (April 18th, 2024) - 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 that the Company intends to amend the terms of 5,062,000 the non-broker warrants (the "Warrants") issued to a private placement financing that closed on May 4th, 2022. The Warrants currently carry an exercise price per share of C\$0.45 and are scheduled to expire on May 4th, 2024.

The Company proposes to extend its term by two years such that the warrants will be exercisable until May 4th, 2026, at the same exercise price per share of C\$0.45. All other terms of the warrants will remain unchanged. None of these Warrants have been exercised to date. Warrant holders are advised that replacement warrant certificates will not be issued and that the original warrant certificate must be presented to the Company to effect the exercise of the Warrants. Holders of the Warrants may contact the Company at info@biomarkdiagnostics.com, should they have any questions or wish to exercise their Warrants.

In addition, the Company granted 4,625,000 stock options to key employees, management team, scientific advisors, and consultants. Each Option grants the holder the right to purchase one Common Share at a purchase price of \$0.45 per Common Share for a period of three years from the date of issuance. The Options shall vest according to the following vesting schedule: 25% shall vest immediately upon issue; 25% shall vest upon the date that is 6 months from the date of issue; 25% shall vest upon the date that is 12 months from the date of issue; and the remaining 25% shall vest upon the date that is 18 months from the date of issue. All terms and conditions of these options will be in accordance with the terms of the Company's Stock Option Plan (2022) and subject to approval by the Board of Directors. The grant of stock options has been designed to help the Company attract and retain talented employees, consultants, advisors, and directors and obtain the required consulting service from domain experts while preserving the cash for operating purposes.

About BioMark Diagnostics Inc.

BioMark is a liquid biopsy company developing a molecular diagnostic technology platform that leverages the power of metabolomics and machine learning algorithms to bring new cancer diagnostics to market and improve cancer prognosis by allowing physicians to detect carcinomas in the presymptomatic stages. The technology can also be used for measuring response to treatment and potentially for serial monitoring of cancer survivors. While the Company's current focus is on the commercialization of its liquid biopsy test for early detection of lung, it has plans to expand into other hard-to-detect and treat cancers such as brain, ovarian, and pancreatic.

Further information about BioMark is available under its profile on the SEDAR+ website 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

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.