FORM 51-102F3
MATERIAL CHANGE REPORT

ITEM 1. NAME AND ADDRESS OF COMPANY

Gemina Laboratories Ltd. (the "**Company**")
3600 Gilmore Way, Suite 302
Burnaby, BC, V5G 4R8

ITEM 2. DATE OF MATERIAL CHANGE

January 25, 2023

ITEM 3. NEWS RELEASE

Issued on January 25, 2023, and distributed through the facilities of Accesswire.

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Company announced the appointment of Dr. Bola Grace to the Company's board of directors and the resignation of Dr. James Tansey as a director.

ITEM 5.1 FULL DESCRIPTION OF MATERIAL CHANGE

See attached news release.

ITEM 5.2 DISCLOSURE FOR RESTRUCTING TRANSACTION

Not applicable.

ITEM 6. RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102

Not applicable.

ITEM 7. OMITTED INFORMATION

Not applicable.

ITEM 8. EXECUTIVE OFFICER

Contact: Brian Firth, CEO and Director
Telephone: +44 7568539192

ITEM 9. DATE OF REPORT

February 7, 2023

GEMINA LABORATORIES LTD.

News Release

January 25, 2023

GEMINA LABS ANNOUNCES APPOINTMENT OF HEALTHCARE INDUSTRY LEADER DR. BOLA GRACE TO THE BOARD OF DIRECTORS

January 25, 2023, Vancouver, British Columbia: Gemina Laboratories Ltd. (CSE: GLAB) (FRA:8I7) (the "**Company**" or "**Gemina**") is delighted to announce the appointment of Dr. Bola Grace to the Board of Directors.

Dr. Grace brings extensive leadership experience in the biotech/healthcare industry to the Board, having provided strategic, commercial and technical direction on many complex programmes, delivering numerous award-winning diagnostic products to the consumer marketplace.

With a career that started in research and development at Unipath, she went on to hold a Lead Scientist role at Alere before becoming Head of R&D for the global leader in reproductive health testing, Swiss Precision Diagnostics ("SPD"), a company jointly owned by Abbott Laboratories and Proctor and Gamble. Dr. Grace is a passionate believer in inclusive, user-centric design, not least because of its impact on healthcare equity. She holds a prestigious visiting professorship in this field with the UK's Royal Academy of Engineering.

Dr. Grace has always succeeded in balancing her private sector career with her academic interests. Beyond her current visiting professorship with the Royal Academy of Engineering, she previously held a 3-year visiting faculty position at Kings College London and a 9-year engagement with University College London ("UCL"), initially with the Elizabeth Garrett Anderson Institute for Women's Health, which became a visiting faculty position with UCL's Global Business School for Health. She has Bachelor and Master's degrees in biomedical sciences and molecular biology, and a Ph.D from UCL in population health and epidemiology. She also holds an executive MBA from Cambridge University. She is a fellow of the Royal Society of Public Health and a Fellow of the Chartered Management Institute.

Brian Firth, CEO of Gemina stated, "I had the pleasure of working with Bola while at SPD. She is an outstanding driver of processes that convert exceptional science into product families. In the product development cycle, she is unmatched in her focus on designing products and services in partnership with the people who will use them – a product philosophy which will be a key differentiating factor as Gemina continues to build its respiratory disease product offerings."

"Gemina's technology platform brings some of the most significant inventions to Point of Care Diagnostics since Lateral Flow Assays were invented," commented Dr. Bola Grace. "We share a common philosophy that inclusive design matched with rigorous quality management is essential to the democratization of diagnostics. I am looking forward to helping Gemina steer a course towards quality, equitable healthcare for people around the world."

With Dr. Grace's appointment to the Board, the Company also announces that Dr. James Tansey has resigned his directorship of Gemina. James has been a member of Gemina's leadership group since its inception and has played an essential role in the Company's launch, public listing and subsequent successes. James will continue to serve the Company as an advisor.

"James has been a wonderful servant of Gemina," stated Board Chairman John Davies. "His departure is part of a planned maturation of the Board, focused on bringing deep sectorial experience to the Company – a strategy that James helped design for Gemina. On behalf of the Company generally, I'd like to express a deep appreciation for all James' work over the last 3 years."

On Behalf of the Board of Directors

John Davies
Chairman
Gemina Laboratories Ltd.

About Gemina Laboratories Ltd.

Gemina Labs is a biosensor and diagnostic company with a transformative, patented, proprietary chemistry that powers next-generation testing platforms for a wide range of pathogens that affect human health and wellness. Our technology drives testing platforms that are fast, affordable and accurate, and easily self-administered. Our development pipeline includes platforms for the rapid testing of COVID-19, influenza and other viruses. Additional information on the Company can be found at www.geminalabs.com.

Neither the Canadian Securities Exchange nor its Regulation Services Provider (as that term is defined in the policies of the Canadian Securities Exchange) accepts responsibility for the adequacy or accuracy of this Release.

Forward Looking Statements

This news release includes forward-looking information and statements, which may include, but are not limited to, information and statements regarding or inferring the future business, operations, financial performance, prospects, and other plans, intentions, expectations, estimates, and beliefs of the Company. Such statements include statements regarding the anticipated terms of any proposed transaction or engagement. Information and statements which are not purely historical fact are forward-looking statements. Forward-looking information and statements involve and are subject to assumptions and known and unknown risks, uncertainties, and other factors which may cause actual events, results, performance, or achievements of the Company to be materially different from future events, results, performance, and achievements expressed or implied by forward-looking information and statements herein. Although the Company believes that any forward-looking information and statements herein are reasonable, in light of the use of assumptions and the significant risks and uncertainties inherent in such information and statements, there can be no assurance that any such forward-looking information and statements will prove to be accurate, and accordingly readers are advised to rely on their own evaluation of such risks and uncertainties and should not place undue reliance upon such forward-looking information and statements. Furthermore, the Company is presently unable to fully quantify the impact that the Covid-19 pandemic will have on its operations and recognizes that certain eventualities may affect planned or assumed performance moving forward. As such, any forward-looking information and statements herein are made as of the date hereof, and except as required by applicable laws, the Company assumes no obligation and disclaims any intention to update or revise any forward-looking information and statements herein or to update the reasons that actual events or results could or do differ from those projected in any forward looking information and statements herein, whether as a result of new information, future events or results, or otherwise, except as required by applicable laws.

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