

Form 51-102F3
Material Change Report

Item 1. Name and Address of Company

DiagnosTear Technologies Inc. (the “Corporation”)
2600-1066 West Hastings Street
Vancouver, British Columbia
V6E 3X1

Item 2. Date of Material Change

December 3, 2024

Item 3. News Release

The Corporation issued a press release regarding the material change on December 3, 2024.

Item 4. Summary of Material Change

On December 3, 2024, the Corporation announced that it completed an arm’s length non-brokered private placement offering (the “Offering”) consisting of 133,333 units (the “Units”) at a price of CAD\$0.75 per Unit, for gross proceeds of CAD \$100,000. Each Unit consists of one common share in the capital of the Corporation (each, a “DiagnosTear Share”) and one DiagnosTear Share purchase warrant (each, a “DiagnosTear Warrant”), which entitles the holder thereof to acquire a DiagnosTear Share at any time until June 2, 2026 for a price of \$1.00 per DiagnosTear Share.

Item 5.1 Full Description of Material Change

On December 3, 2024, the Corporation announced that it completed the Offering consisting of 133,333 Units at a price of CAD\$0.75 per Unit, for gross proceeds of CAD \$100,000. Each Unit consists of one DiagnosTear Share and one DiagnosTear Warrant, which entitles the holder thereof to acquire a DiagnosTear Share at any time until June 2, 2026 for a price of \$1.00 per DiagnosTear Share. The DiagnosTear Shares and DiagnosTear Warrants issued under the Offering will be subject to a four month and a day statutory hold period.

Item 5.2 Disclosure for Restructuring Transactions

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

Dr. Shimon Gross
Chief Executive Officer
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+972-523408550

Item 9. Date of Report

December 12, 2024