

FORM 27

Material Change Report
Pursuant to Subsection 75(2) of the
Ontario Securities Act, RSO. 1990, c. S.5
S. 118 of the Securities Act, S.A. 1981, c. S-6.1
S. 85(1) of the Securities Act, R.S.B.C. 1996, c. 418
S. 73 of the Securities Act, S.Q. 1982, c.V-1, as amended

1. **Reporting Issuer**

Spectral Diagnostics Inc.
135 The West Mall
Unit 2
Toronto, Ontario
M9C 1C2

2. **Date of Material Change**

December 5, 2001

3. **Press Release**

A press release dated December 6, 2001 relating to this material change was issued on that date via Canadian News Wire Service at Toronto.

4. **Summary of Material Change**

The Issuer announced a non-exclusive licence agreement and a supply agreement with bioMérieux S.A. for the use and sale of certain of the Issuer's proprietary Troponin I calibrator material and technology for use in automated laboratory-based test instruments, including tests for cardiovascular risk factors and disease.

5. **Full Description of Material Change**

Please see copy of attached press release.

6. **Reliance on Section 75(3) of the Act**

Not applicable.

7. **Omitted Information**

Not applicable.

8. **Senior Officer**

If further information is desired, please contact Dr. Paul M. Walker, President and C.E.O. of Spectral Diagnostics Inc. (telephone 416/626-3233).

9. **Statement of Senior Officer**

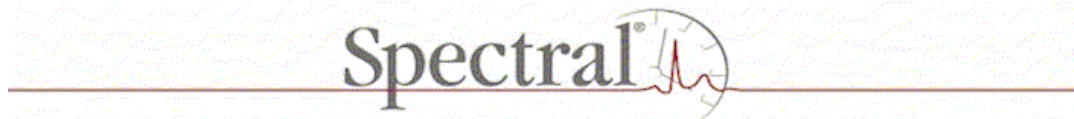
The foregoing accurately discloses the material change referred to herein.

DATED at Toronto, Ontario, the 6th day of December, 2001.

SPECTRAL DIAGNOSTICS INC.

Per: "Stephen N. Adams"

Stephen N. Adams, Q.C.,
Corporate Secretary



S P E C T R A L D I A G N O S T I C S I N C .

135-2 The West Mall, Toronto, Ontario M9C 1C2

FOR IMMEDIATE RELEASE

December 6, 2001

SEDAR

Filer Profile Number: 00002006

CONTACT: Spectral Diagnostics Inc.

Dr. Paul Walker

Chief Executive Officer

416-626-3233

**SPECTRAL DIAGNOSTICS INC. LICENSES
TROPONIN I MATERIAL TO BIOMERIEUX, SA**

TORONTO, ON – December 6, 2001– Spectral Diagnostics Inc. (TSE: SDI) developers of the Cardiac STATus[™] line of point of care Rapid Panel Tests and other enabling diagnostic technologies announced today the execution of a non-exclusive license agreement, in addition to a supply agreement with bioMérieux S.A. for use and sale of certain of Spectral's proprietary Troponin I technology and materials. Under the terms of the agreement, bioMérieux has obtained a non-exclusive license to certain of Spectral's proprietary Troponin I calibrator material and technology for use on bioMérieux's VIDAS® Immunoassay System. The VIDAS® Immunoassay System, an automated laboratory based instrument, performs a variety of assays including tests for cardiovascular risk factors and disease. Terms of the agreement are confidential.

In making the announcement, Dr. Paul Walker President and CEO, said, ``bioMérieux, with its VIDAS® System, is a major participant in the worldwide *in-vitro* diagnostics market with more than 14,000 VIDAS® Systems installed. With the upcoming launch of their emergency panel of cardiac marker tests, including Troponin I, we look forward to bioMérieux being an important customer for Spectral's proprietary Troponin I calibrator technology and material in performance of Troponin I testing. We are pleased that the agreement provides an opportunity to expand business relationships between our companies``.

bioMérieux is one of the world leaders in the field of medical *in vitro* diagnostics and industrial controls. bioMérieux's mission is to develop, manufacture and provide clinicians and the food, pharmaceutical and cosmetic industries with innovative and integrated diagnostic solutions. bioMérieux's turnover includes the revenues of Organon Teknika's diagnostic division acquired in June 2001. Sales totaled 730 million euros on October 31st, 2001 (FY

started on September 1st, 2000) with a 22% increase compared to fiscal year 2000. Present in more than 130 countries with 32 subsidiaries and 110 distributors, bioMérieux generates 82% of its revenues internationally and employs more than 5, 000 people worldwide.

Spectral is a developer of innovative technologies for comprehensive disease management. Spectral provides accurate and timely information to the clinician enabling the early initiation of appropriate and targeted therapy. Current products are rapid format tests measuring markers of myocardial infarction (Cardiac STATusTM test). New products include rapid diagnostics for infection (the Endotoxin Activity Assay). The Cardiac STATusTM tests are manufactured by Spectral's joint venture partner, Princeton BioMeditech Inc. Spectral's common shares are listed on the Toronto Stock Exchange: SDI.

This press release contains certain forward-looking statements and information based on beliefs of the Company's senior management as well as assumptions made by, and information currently available to it. Such statements reflect the current views of the Company with respect to future events and are subject to certain risks and uncertainties. Actual results, events and performance may differ materially. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof.