DIAGNOS INC.

MATERIAL CHANGE REPORT

Pursuant to:	Subsection 85(1) of the *Securities Act* (British Columbia) Subsection 118(1) of the *Securities Act* (Alberta) Subsection 75(2) of the *Securities Act* (Ontario) *Securities Act* (Manitoba) Quebec Securities Commission
Item 1.	**Reporting Issuer:**
	The name of the reporting issuer is Diagnos Inc. (hereinafter "**Diagnos Inc.**" of the "**Company**"). Its principal office is located at 100 Richelieu Street, Suite 2000, Saint-Jean-Sur-Richelieu, Quebec, J3B 6X3 and its telephone number is (450) 347-4343.
Item 2.	**Date of Material Change:**
	February 11th, 2002
Item 3.	**Press release:**
	A press release was issued in Montreal, Quebec, February 12, 2002.
Item 4.	**Summary of Material Change:**
	Diagnos announces proposed financing of up to $450,000.
Item 5.	**Full description of Material Change:**
	See Press Releases (English and French) attached hereto as Schedules.
Item 6.	**Reliance on: Section 75(3) of the *Securities Act* (Ontario) and Section 73(1) of the *Securities Act* (Quebec).**
	Not applicable.
Item 7.	**Omitted Information:**
	No information has been omitted in respect of the material change.
Item 8.	**Senior Officers:**
	Further information with respect to the material change described in this material change report may be obtained from:

Mr. Christian Dufour
Diagnos Inc.
At christian.dufour@diagnos.ca.

Item 9. **Statement of Senior Officer:**

The foregoing accurately discloses the material change referred to herein.

DATED at Saint-Jean-Sur-Richelieu, Quebec, this 12th day of February 2002.

DIAGNOS INC.

Per: *(signed) Christian Dufour*

Christian Dufour, Vice-President Finance

SOURCE: DIAGNOS INC.

CDNX SYMBOL (The Canadian Venture Exchange): DGN

DIAGNOS ANNOUNCES PROPOSED FINANCING OF UP TO $450,000

Montreal, Canada- February 12, 2001-Diagnos Inc. ("**Diagnos**" or the "**Corporation**") today announced a proposed private placement of up to 4,500,000 units ("**Units**"), issued at $0.10 per Unit, for gross proceeds of up to $450,000.

Each Unit would be comprised of one Common Share and one Common Share purchase warrant (a "**Warrant**"). Each Warrant would entitle its holder to acquire one Common Share at a price of $0.13 at any time during the 24 months following its issuance.

Based on currently available information, Diagnos believes that none of the subscribers are insiders of the Corporation. This proposed private placement is subject to receipt of all required regulatory approvals, as well as the negotiation and execution of formal documentation and subscription agreements with subscribers.

The Canadian Venture Exchange does not accept responsibility for the adequacy or accuracy of this release.

This press release contains forward-looking statements, which reflect the Corporation's current expectations regarding future events. The forward-looking statements involve risks and uncertainties. Actual events could differ materially from those projected herein. Investors should consult the Corporation's ongoing quarterly filings, annual reports and other filings for additional information on risks and uncertainties relating to these forward-looking statements. The reader is cautioned not to rely on these forward-looking statements. The Corporation disclaims any obligation to update these forward-looking statements.

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For additional information:

Christian Dufour
Vice-President, Finance
Diagnos Inc.
Tel.: (450) 347-4343, ext. 30
Email: christian.dufour@diagnos.ca

SOURCE: DIAGNOS INC.

SYMBOLE CDNX (The Canadian Venture Exchange): DGN

DIAGNOS ANNONCE UN PROJET DE FINANCEMENT POUVANT ATTEINDRE 450 000$

Montréal, Canada –12 février, 2002 – DIAGNOS Inc. (“**DIAGNOS**” ou la "**Société**") (DGN – CDNX) annonce aujourd’hui un projet de placement privé pouvant atteindre 450 000$ par l’émission de 4 500 000 unités (les “**unités”**), émises à 0,10$ par unité**.**

Chacune des unités sera constituée d’une action ordinaire et d’un bond de souscription. Chaque bon de souscription permettra au détenteur d’acquérir une action ordinaire au prix de 0,13$ en tout temps dans les 24 mois qui suivront la date initiale de la clôture du placement.

Basé sur l’information courante disponible, DIAGNOS croit qu’aucun des souscripteurs n’est un initié de la Société. Ce projet de placement privé est sujet à l’approbation de toutes les autorités réglementaires concernées ainsi que de la négociation et l’exécution des documents juridiques, incluant, et la souscription avec les souscripteurs.

Le *Canadian Venture Exchange* n’acceptera pas la responsabilité de la vérification des compétences relatives aux présentes et sa véracité.

Ce communiqué de presse contient des éléments prospectifs, lesquels représentent les attentes de la société en rapport avec ces éléments. Ces éléments prospectifs impliquent des risques et des incertitudes. La situation actuelle peut différer de toutes projections présentées aux présentes. Aux fins d’évaluer les risques et incertitudes que pourraient représenter ces élément prospectifs, l’investisseur devrait obtenir des informations additionnelles en consultant les états financiers de la société, tant trimestriels qu’annuels. Avertissement : Le lecteur ne doit baser son interprétation sur ces éléments prospectifs. La société se décharge de toute obligation quant à la mise à jour de ces informations prospectives.

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Pour plus d’informations, communiquez avec :

Christian Dufour
Vice-Président, Finance
DIAGNOS
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Courriel: christian.dufour@diagnos.ca