

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:

October 25, 2002.

Item 3.

Press release:

A press release was issued in Montreal, Quebec, on October 25, 2002.

Item 4.

Summary of Material Change:

Diagnos announces the closing of \$752,000 Private Placement.

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 29th day of October 2002.

DIAGNOS INC.

Per: *(signed) Christian Dufour*

Christian Dufour, Vice-President Finance