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 7005 Taschereau Boulevard, Suite 250, Longueuil (Brossard), Quebec, J4Z 1A7 and its telephone number is (450) 678-8882 X1.

Item 2. **Date of Material Change:**

April 29, 2004

Item 3. **Press release:**

A press release was issued in Longueuil, Quebec, May 3, 2004.

Item 4. **Summary of Material Change:**

DIAGNOS ANNOUNCES THE CLOSING OF $550,000 PRIVATE PLACEMENT and ENTER INTO A LICENSING AGREEMENT FOR THE OIL INDUSTRY

Item 5. **Full description of Material Change:**

See Press Release attached hereto as Schedule.

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 cdufour@diagnos.ca.

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

The foregoing accurately discloses the material change referred to herein.

DATED at Longueuil, Quebec, this 3rd day of May 2004.

DIAGNOS INC.

Per: *(signed) Christian Dufour*

Christian Dufour, President and Chief Operating Officer

SOURCE: DIAGNOS INC.

TSX Venture Exchange SYMBOL: ADK

DIAGNOS ANNOUNCES THE CLOSING OF $550,000 PRIVATE PLACEMENT
and
ENTER INTO A LICENSING AGREEMENT FOR THE OIL INDUSTRY

LONGUEUIL (BROSSARD), CANADA – May 3, 2004 – DIAGNOS Inc. ("**DIAGNOS**" or the "**Corporation**") (ADK – TSX-VEN) today announced that on April 29, 2004, it completed the private placement of 1,833,333 units for a gross process of $550,000. Each unit is comprised of one common share and one purchase warrant entitling its holder to acquire one common share at any until 24 months following the initial closing date. The securities issued are subject to a 4-month hold period.

The TSX Venture Exchange approved the private placement on April 23, 2004, following receipt of all required regulatory approvals

License

Corporation announces that it has entered into a licensing agreement with *Touchstone Resources USA Inc.* with regards to the application of its Data Mining technology to the petroleum/gaz industry. Knowledge extraction technology will provide *Touchstone Resources USA Inc* with an advanced, intelligent interpretation of their prospecting data.

Shareholders Meeting

Corporation announces it will hold its annual and general meeting of shareholders in Longueuil (Brossard) on June 1st, 2004.

The TSX Venture Exchange has not reviewed and 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.

For additional information:

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DIAGNOS Inc.
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