

FORM 51-102F3
MATERIAL CHANGE REPORT
UNDER NATIONAL INSTRUMENT 51-102

Item 1 **Name and Address of Company**

DIAGNOS INC. (the “Corporation”)
7005 Taschereau Blvd., Suite 340
Brossard, QC J4Z 1A7

Item 2 **Date of Material Change**

September 12, 2016

Item 3 **News Release**

The press release was released on September 13, 2016 through Marketwired.

Item 4 **Summary of Material Change**

On September 12, 2016, the Corporation closed its previously announced rights offering pursuant to which the Corporation issued 25,005,963 common shares for aggregate gross proceeds of \$1,000,238.52.

Item 5 **Full Description of Material Change**

See attached press release.

Item 6 **Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable

Item 7 **Omitted Information**

Not applicable

Item 8 **Executive Officer**

André Larente, President
Telephone: (450) 678-8882

Item 9 **Date of report**

September 16, 2016

Diagnos Closes Rights Offering for Gross Proceeds of \$1M

Brossard, Québec – September 13, 2016 – Diagnos Inc. (TSX-V: ADK) (the “Corporation” or “Diagnos”) announces the closing of its previously announced rights offering. Under the rights offering, the Corporation issued 25,005,963 common shares at \$0.04 per share for aggregate gross proceeds of \$1,000,238.52.

Of the 25,005,963 common shares distributed, 5,183,831 were distributed to persons who were insiders of the Corporation before the distribution under the rights offering.

Under the rights offering, 10,646,546 common shares were distributed pursuant to the basic subscription privilege, of which 3,055,331 shares were distributed to persons who were insiders before the distribution, and 7,591,215 shares were distributed to the remaining subscribers.

Under the rights offering, 14,359,417 common shares were distributed pursuant to the additional subscription privilege, of which 2,128,500 shares were distributed to persons who were insiders before the distribution, and 12,230,917 shares were distributed to the remaining subscribers.

Leede Jones Gable will be paid a fee of approximately \$31,700 for having acted as manager under the rights offering and solicited the exercise of rights thereunder.

The Corporation intends to use the net proceeds of the rights offering for general working capital, the delivery of healthcare services and healthcare product and business development.

Upon closing of the rights offering, a total of 131,169,786 common shares of the Corporation are presently issued and outstanding.

About Diagnos

Diagnos is a publicly-traded Canadian corporation with a mission to improve the quality of patients’ lives and minimize the economic burden of vision loss. Computer Assisted Retinal Analysis (CARA) is the Corporation’s proprietary tele-ophthalmology platform that integrates with existing equipment (hardware and software) and processes at the point of care (POC) and comprises: image upload, image enhancement automated pre-screening, grading by a specialist, and referral to a specialist. CARA’s image enhancement algorithms make standard retinal images sharper, clearer, and easier to read. CARA is accessible securely over the internet, and is compatible with all recognized image formats and brands of fundus cameras, and is EMR compatible. CARA is a cost-effective tool for screening large numbers of patients, in real-time and has been approved by regulatory authorities including Health Canada, the U.S. Food and Drug Administration, and the European Union.

Neither the TSX Venture Exchange nor its Regulation Service Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

For further information, please contact:

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President

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