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 265
Brossard, QC J4Z 1A7

Item 2 Date of Material Change

March 1, 2022

Item 3 News Release

A press release was issued on March 1, 2022 through Globenewswire.

Item 4 Summary of Material Change

The Corporation closed a non-brokered private placement for gross proceeds of $590,000.

Item 5 Full Description of Material Change

On March 1, 2022, the Corporation closed a non-brokered private placement of 59 units (each a “Unit”) at a price of $10,000 per Unit for gross proceeds of $590,000. Each Unit consists of one unsecured convertible Debenture and 2,500 stock warrants.

Each Debenture has a term of 36 months and bears interest at the annual rate of 8%. At the option of the holder of the Debenture, the principal amount of the Debenture may be converted at any time during the term into common shares of the Corporation (each a “Share”) at a price of $0.38 per Share. Any accrued interest on the principal, at time of conversion, will be immediately payable in cash.

Each Warrant entitles the holder to purchase one Share at a price of $0.33 per Share, for a period of 18 months from March 1, 2022. If, at any time following the date that is four months and one day following March 1, 2022, the daily volume weighted average trading price of the Shares is or exceeds $0.50 for 15 consecutive trading days, the Corporation shall have the option to accelerate the expiry of the Warrants. If the Corporation chooses to exercise the acceleration right, the new expiry date of the Warrants will be the 30th day following the notice of such exercise.

The proceeds from the private placement will be used mainly to fund product development, commercialization of AI-based screening services as well as administrative expenses.

One director of the Corporation, Mr. André Larente, subscribed for 2 Units for a cash consideration of $20,000. Assuming the conversion of the Debentures and exercise of all of his outstanding securities, Mr. Larente would own 2,073,115 Shares of the Corporation representing 2.98% of the total issued Shares, on a partially diluted basis.

One insider of the Corporation, Mr. Tristram Coffin, through a personal holding, indirectly subscribed for 7 Units for a cash consideration of $70,000. Assuming conversion of the Debentures and exercise of Warrants, Mr. Coffin would exercise control over, directly and indirectly, 8,204,271 Shares of the Corporation representing 11.77% of the total issued Shares, on a partially diluted basis.

Mr. Larente and Mr. Coffin are considered "related parties" of the Corporation within the meaning of Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions ("MI 61-101"). These transactions are exempt from the valuation requirement and the minority approval requirement prescribed in MI 61-101, based on sections 5.5(a) and 5.7(1)(a), as the fair market value of the related parties' participation in the private placement does not exceed 25% of the Corporation's market capitalization.

In connection with the private placement, the Corporation paid a cash commission of $25,000 to one qualified person ("Finder") and issued 65,789 broker warrants to the Finder. Each broker warrant entitles the Finder to purchase one Share at an exercise price of $0.33 per Share for a period of 18 months from March 1, 2022.

All securities issued as part of the private placement are subject to a statutory four-month hold period ending July 2nd, 2022.

The private placement remains subject to receipt of all required approvals, including the approval of the TSX Venture Exchange, as well as full receipt of funds and execution of formal documentation.

All monies quoted shall be stated and paid in lawful money of Canada.

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

Not applicable

Item 7 **Omitted Information**

None

Item 8 **Executive Officer**

Marc-André Massue, CFO
Telephone: (450) 678-8882

Item 9 **Date of report**

March 9th, 2022