

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

Item 1 Name and Address of Company

DIAGNOS Inc. (the “Company”)
7005 Taschereau Blvd, suite 265
Brossard, QC J4Z 1A7

Item 2 Date of Material Change

June 5, 2024

Item 3 News Release

One press release was issued on June 5, 2024 through Globenewswire.

Item 4 Summary of Material Change

The Company closed a second and final tranche of a non-brokered private placement for gross proceeds of \$980,820.68.

Item 5 Full Description of Material Change

Please refer to the attached copy of the news release.

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 ext. 235

Item 9 Date of report

June 7, 2024

Copy of the news release

BROSSARD, Quebec, June 05, 2024 (GLOBE NEWSWIRE) -- DIAGNOS Inc. ("DIAGNOS" or the "Corporation") (TSX Venture: ADK) (OTCQB: DGNOF), a pioneer in early detection of critical health issues through the use of Artificial Intelligence (AI) technologies, announces the closing of a second and final tranche of 3,502,931 units (each a "Unit") issued at a price of \$0.28 per Unit, for gross proceeds of \$980,820.68, of a non-brokered private placement initially announced on May 9, 2024 ("Private Placement"). Combined with the first closing announced on May 9, 2024, the aggregate number of Units is 4,627,931 and the aggregate gross proceeds amount to \$1,295,820.68.

Each Unit consists of:

- One (1) common share ("Share"), and
- One (1) common share warrant ("Warrant").

As part of the closing of the second and final tranche of the Private Placement, 3,502,931 Warrants have been issued to the subscribers. Each Warrant can be exercised to purchase one Share at a price of \$0.40 per Share for a period of 18 months ending December 5, 2025. Combined with the first closing announced on May 9, 2024, the aggregate number of Warrants issued as part of the Private Placement is 4,627,931.

The net proceeds from the Private Placement will be used to fund product development and commercialization of AI-based screening services as well as general and administrative operations.

In connection with the closing of the second and final tranche of the Private Placement, the Corporation (i) paid cash commissions amounting to \$27,804.01 to three qualified firms acting at arm's length and (ii) issued an aggregate number of 86,800 finder's warrants to two qualified firms acting at arm's length. Each finder's warrant entitles the holder to purchase one Share at an exercise price of \$0.40 per Share for a period of 18 months ending December 5, 2025.

All securities issued as part of the second and final tranche of the Private Placement are subject to a statutory hold period ending October 6, 2024.

The closing of the Private Placement remains subject to receipt of all required approvals, including the approval of the TSX Venture Exchange, as well as execution of formal documentation.

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

About DIAGNOS

DIAGNOS is a publicly traded Canadian corporation dedicated to early detection of critical health problems based on its FLAIRE Artificial Intelligence (AI) platform. FLAIRE allows for quick modifying and developing of applications such as CARA (Computer Assisted Retina Analysis). CARA's image enhancement algorithms provide sharper, clearer and easier-to-analyze retinal images. CARA is a cost-effective tool for real-time screening of large volumes of patients.

Additional information is available at www.diagnos.ca and www.sedar.com.

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

This press release contains forward-looking information. We cannot guarantee that the forward-looking information mentioned will prove to be accurate, as there may be a significant discrepancy between actual results or future events and those mentioned in this statement. DIAGNOS disclaims any intention or obligation to publicly update or revise any forward-looking information, whether as a result of new information, future events or otherwise. The forward-looking information contained in this press release is expressly covered by this caution.