This is the form of a material change report required under Section 85(1) of the Securities Act.

**FORM 53-901F**

**BRITISH COLUMBIA SECURITIES ACT**

**MATERIAL CHANGE REPORT UNDER SECTION 85(1) OF THE ACT**

**Item 1. Reporting Issuer**

State the full name and address of the principal office in Canada of the reporting issuer:

MDX MEDICAL INC.
Suite 203, 1099 West 8th Avenue
Vancouver, B.C. V6C 3A6

**Item 2. Date of Material Change**

May 14, 2003

**Item 3. Press Release**

The press release dated May 14, 2003 was disseminated via CCNMatthews, Canada Stockwatch and Market News.

**Item 4. Summary of Material Change**

The Company announced that Linda J. Allison, Jeremy Teraoka and Terrance G. Owen been appointed to the board of directors. Dr. Linda Allison and Jeremy Teraoka have accepted senior management positions with the Company. Dr. James Robar and Kenneth Phillippe have resigned as directors. Dr. Robar has been appointed as the Chair of the Company's Medical Advisory Board and Mr. Phillippe will continue to provide accounting services to the Company as an independent financial consultant.

**Item 5. Full Description of Material Change**

For full details, see Schedule "A" attached hereto.

**Item 6. Reliance on Section 85(2) of the Act**

Not Applicable.

**Item 7. Omitted Information**

Not Applicable.

**Item 8.** **Senior Officers**

The following Senior Officer of the Company is available to answer questions regarding this report:

Linda J. Allison
President
604-875-6690

**Item 9.** **Statement of Director**

The foregoing accurately discloses the material change referred to herein.

Dated at Vancouver, B.C., this 24th day of May, 2003.

**MDX Medical Inc.**

**Per:** ***"Linda J. Allison"***
**President**

MDX Medical Inc.

**SCHEDULE "A"**

# MDX MEDICAL ANNOUNCES CHANGE OF MANAGEMENT

**For Immediate Release May 14, 2003 Vancouver, Canada - MDX Medical Inc. (TSXV: MDX)** is pleased to announce that Linda J. Allison, Jeremy Teraoka and Terrance G. Owen have been appointed to the board of directors and Dr. Allison and Mr. Teraoka have also accepted senior management positions with the Company.

Linda Allison, PhD, has been appointed President and Chief Executive Officer of the Company. Dr. Allison brings to the company over 25 years' experience in providing professional services to medical technology, biotechnology and high technology companies through her management consulting company, Snowdon & Associates. Through Snowdon, she has assisted a number of private and publicly listed companies with strategic planning, technology assessments or acquisitions, business structuring, market evaluations and corporate finance advisory support. In the mid-1990's, she spent six years in the corporate finance departments of investment banking and brokerage firms, where she assisted with the financing of biomedical and technology companies through North American and European investment groups. Dr. Allison received a MSc from the University of London, UK, a DIC from the Imperial College of Science and Technology in London, UK and a PhD from Simon Fraser University in BC based on research in neurophysiology, molecular biology and biophysics.

Jeremy Teraoka has been appointed as the Chief Financial Officer of the Company. In the mid-1980's Mr. Teraoka was the Far East Regional Financial Controller for the Investment Banking Arm of Swiss Bank Corporation based in Tokyo, Japan and subsequently the Head of Operations for Asia for the Equity arm of Banque Paribas based in Hong Kong. During the 1990's Mr. Teraoka was a Board Member, Member of the Executive Committee and Group Finance Director of the Asia Equity Group, a stockbroker that marketed South East Asian Equities to major US and UK Financial Institutions. Asia Equity had offices throughout South Asia, as well as in London and New York and was acquired by Banque Paribas in 1997. In 1998, he moved to Vancouver, BC and until last year he operated an import business that distributed consumer products in the US. Mr. Teraoka was qualified as a Chartered Accountant (UK) with Peat Marwick Mitchell & Co in London, UK in 1982 and is currently a Fellow of the Institute of Chartered Accountants in England & Wales.

Terrance G. Owen, MBA, PhD was the founder and President of Helix Biotech ULC from 1980 to 2002, a biotechnology company that provides DNA identity testing services for paternity, immigration and forensic cases. He was also the President and a Director of Helix BioPharma Corp. from 1995 to 1998 and of International Helix Biotechnologies Inc. from 1993 to 1995. Dr. Owen was also the President of Helix Biotech Corporation from 1987 to 1993 and is currently the President and a Director of Duft Biotech Capital, a CPC company that is currently completing a qualifying transaction with ALDA Pharmaceutical Inc., a private biopharmaceutical company with proprietary disinfectant products. Dr. Owen obtained a BSc from the University of Victoria, a MSc from the University of New Brunswick a PhD from the University of British Columbia and a Masters in Business Administration from Simon Fraser University, BC.

As part of the Board restructuring, Dr. James Robar and Mr. Kenneth Phillippe have stepped down as directors of the Company. The new board now consists of Mr. Alan Blair, Dr. Linda Allison, Mr. Jeremy Teraoka and Dr. Terrance G. Owen.

Dr. Robar is the inventor of the Company's AVID Dosimetry Verification System and a Medical Physicist at the B.C. Cancer Agency. Dr. Robar will move to the Chair of the Medical Advisory Board where he will continue to provide his expertise and product development support to the Company. Mr. Phillippe will continue to provide accounting services to the Company as an independent financial consultant.

The new board extends its appreciation to Dr. Robar and Mr. Phillippe for their past support and their valued contributions as Directors.

The Company has granted 1,250,000 incentive stock options to directors, officers, employees and consultants at an exercise price of $0.10 per share for a five year period. The granting of options is subject to approval by shareholders and acceptance by the TSX Venture Exchange to the Company's stock option plan, which was adopted by the new board of directors on May 14, 2003.

## MDX Medical Inc.

MDX is focused on the commercial development of leading-edge medical imaging technologies that improve patient diagnosis and health care. The Company acquires exclusive rights to proprietary medical technologies that have reached the “proof of feasibility” or later stages in development, then uses its expertise in medical imaging systems and regulatory approval to develop innovative, marketable and highly competitive products for major market sectors.

The initial product in development is the AVID Dosimetry Verification System. This is a medical imaging system that will be used to verify radiotherapy treatment protocols before patients are treated with IMRT (Intensity Modulated Radiotherapy). The AVID system is a combination of a “phantom” 3D dosimetry system and sophisticated image analysis software that will permit Medical Physicists to conduct efficient and accurate quality assurance verifications of treatment plans for patients that are receiving IMRT to treat inoperable cancers or other lesions. MDX has a Master Agreement with the University of British Columbia, its affiliated hospitals and the BC Cancer Agency for a “first look” at new medical device technologies for its future product development pipeline.

On behalf of the Board,
*"K. Alan Blair”*
Director

Certain information contained in this press release may be forward looking and is subject to unknown risks which could cause actual results to differ materially from those set forth or implied herein. Although the Company believes that the expectations reflected in such forward looking statements are reasonable, it can give no assurance that such expectations will prove correct.

*The TSX Venture Exchange has not reviewed and does not accept responsibility for the adequacy or accuracy of this release.*

**For further information please contact:**
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