FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 – Name and Address of Company:

GeneNews Limited
445 Apple Creek Boulevard
Suite 220
Markham, Ontario
L3R 9X7

Item 2 - Date of Material Change:

December 27, 2018

Item 3 – News Release:

The news release attached hereto as Schedule "A" was disseminated over CNW on December 28, 2018.

Item 4 – Summary of Material Change:

On December 28, 2018, GeneNews Limited ("GeneNews" or the "Company") entered into a convertible security funding Agreement (the "Agreement") with Lind Asset Management XI, LLC ("Lind") for CDN$500,000 in convertible securities of the GeneNews. On January 9, 2019, GeneNews issued the Convertible Security (defined below) and Warrants (defined below) thereunder to Lind.

Item 5 – Full Description of Material Change:

5.1 Full Description of Material Change

On December 28, 2018, GeneNews entered into the Agreement with Lind for CDN$500,000 in convertible securities of GeneNews.

Pursuant to the terms of the Agreement, Lind advanced CDN$500,000, less a closing fee of CDN$35,000, in consideration for the issuance by the Company of a convertible security with a face value of CDN$600,000 (the "Convertible Security") on January 9, 2019.

The Convertible Security has a 30-month term from the date of issuance and bears interest of 8% per annum.

The Company's obligations under the Agreement are secured by all of the Company's present and after-acquired property other than intellectual property, including a pledge of its equity interests in its subsidiaries. In addition, the Company's indirect subsidiary, Innovative Diagnostic Laboratory, LLP, has pledged its present and after-acquired property, other than intellectual property.

Lind may convert the Convertible Security in monthly installments over the term at a conversion price equal to 85% of the 5-day trailing volume-weighted average price ("VWAP") of the common shares of the Company (“Common Shares”) on the Toronto Stock Exchange (“TSX”) prior to the date that notice of conversion is provided by Lind. The Agreement contains restrictions on the amount of the Convertible Security that may be converted in any particular month and how many Common Shares Lind may hold at any given time. Lind is entitled to accelerate its conversion right to the full amount of the face value or demand repayment of the face value of the Convertible Security in cash upon a default and other specified events. To the extent that the full face value of the Convertible Security has not been converted at maturity, the balance of the face value is to be paid in cash at the end of the 30-month term.

The Company has the option to buy-back the Convertible Security in cash at any time by paying a buy-back premium equal to 5% of the outstanding balance of the Convertible Security.

In addition, the Company issued 18,889,308 Common Share purchase warrants (“Warrants”) to Lind in respect of the Convertible Security on January 9, 2019. Each Warrant is exercisable for one Common Shares for 36 months at an exercise price of $0.0344 per Common Share. The number of Warrants issued in connection with the Convertible Security are equal to 100% of the amount advanced by Lind (CDN$500,000) divided by the VWAP of the Common Shares on the TSX for the five trading days immediately preceding the execution date of the Agreement. The Warrants provide for cashless exercise by the holder in the event that the Company ceases to be a foreign private issuer, as such term is defined under the United States Securities Act of 1933.

The Agreement and the issuance of the Convertible Security and the Warrants thereunder have been conditionally approved by the TSX and are subject to satisfaction of customary closing conditions.

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6 – Reliance on subsection 7.1(2) of National Instrument 51-102:

Not applicable.

Item 7 - Omitted Information:

Not applicable.

Item 8 – Executive Officer:

James R. Howard-Tripp
Chairman and CEO
Office: (905) 209-2030
jhoward-tripp@genenews.com

Item 9 – Date of Report:

January 11, 2019

Schedule "A"

GeneNews Expands Coverage by Commercial Health Insurance Networks

Signs Second Convertible Security Funding Agreement with Lind Asset Management for $500,000

TORONTO, December 28, 2018 /CNW/ - GeneNews Limited (TSX:GEN) ("GeneNews" or the "Company") today announced it has an agreement with Three Rivers Provider Network (TRPN) for Innovative Diagnostic Laboratory (IDL's) tests for early cancer detection. Three Rivers Provider Network is a rapidly growing proprietary provider network with 200 million lives that have access to IDL services through the TRPN network of providers, hospitals and ancillary facilities. The ability to address diagnostic gaps in early cancer detection saves lives and money for providers and patients in this network through access to IDL proprietary tests.

GeneNews/IDL has also entered into an agreement with MultiPlan Inc., one of the most comprehensive providers of healthcare cost management solutions that includes primary, complementary and out-of-network strategies for managing the financial risks associated with healthcare claims. MultiPlan contracts with 900,000 healthcare providers across the Unites States and has an estimated 60 million consumers accessing MultiPlan network products.

"We are pleased to announce that we are successfully establishing agreements with regional and national commercial health insurance networks, like Three Rivers and MultiPlan, resulting in expanded access to our four early cancer diagnostic tests – ColonSentry®, EarlyCDT®-lung, Prostate Health Index (*phi*) and BreastSentry," said James R Howard-Tripp, Chairman and CEO of GeneNews. "This expanded access is benefitting all parties - patients, their providers and ourselves, as more efficient processing of claims becomes fully established."

GeneNews/IDL is in discussion with several other regional and national commercial health insurance networks, as well as self-funded employer plans.

Additionally, GeneNews is preparing for a very active first Quarter in 2019, with plans already in place for screening of high-risk employee groups, implementation of screening within large healthcare groups and, collaborating with one or more large, physician networks. In addition, we will begin initial roll-out of the re-branding of our company which, together with an expanded Direct to Consumer focus, will allow us to more fully provide our early cancer diagnostic tests to the many patients who contact us.

Second Convertible Security Funding Agreement:

GeneNews has also entered into a second Convertible Security Funding Agreement (the "Agreement") with Lind Asset Management XI, LLC ("Lind") for CDN$500,000 in convertible securities.

Under the terms of the Agreement, Lind will advance CDN$500,000, less a closing fee of CDN$35,000, in consideration for the issuance by the Company of a convertible security with a face value of CDN$600,000 (the "Convertible Security"), which is expected to occur within ten (10) business days, subject to satisfaction of certain closing conditions.

"This injection of cash is welcome and will allow the Company to accelerate its initiatives with large healthcare providers to increase the rate of implementation, as well as begin rebranding. We are very pleased to have the partners within Lind continue to support us in this way," said Howard-Tripp.

The Convertible Security has a 30-month term from the date of issuance and bears interest of 8% per annum.

The Company's obligations under the Agreement are secured by all of the Company's present and after-acquired property other than intellectual property, including a pledge of its equity interests in its subsidiaries. In addition, the Company's indirect subsidiary, Innovative Diagnostic Laboratory, LLP, has pledged its present and after-acquired property, other than intellectual property.

Lind may convert the Convertible Security in monthly installments over the term at a conversion price equal to 85% of the 5-day trailing volume-weighted average price ("VWAP") of the Company's common shares on the TSX prior to the date that notice of conversion is provided by Lind. The Agreement contains restrictions on the amount of the Convertible Security that may be converted in any particular month and how many common shares of GeneNews Lind may hold at any given time. Lind is entitled to accelerate its conversion right to the full amount of the face value or demand repayment of the face value of the Convertible Security in cash upon a default and other specified events. To the extent that the full face value of the Convertible Security has not been converted at maturity, the balance of the face value is to be paid in cash at the end of the 30-month term.

The Company has the option to buy-back the Convertible Security in cash at any time by paying a buy-back premium equal to 5% of the outstanding balance of the Convertible Security.

In addition, the Company has agreed to issue 18,889,308 warrants to Lind in respect of the Convertible Security, exercisable for 36 months at an exercise price of $0.0344 per share. The number of warrants issued in connection with the Convertible Security are equal to 100% of the amount advanced by Lind ($500,000) divided by the VWAP of the common shares of the Company on the TSX for the five trading days immediately preceding the execution date of the Agreement. The Warrants provide for cashless exercise by the holder in the event that the Company ceases to be a foreign private issuer, as that term is defined under the United States Securities Act of 1933.

The Agreement and the issuance of the Convertible Security thereunder have been conditionally approved by the TSX and are subject to satisfaction of customary closing conditions.

About GeneNews

GeneNews, an innovator in the liquid biopsy space, is committed to becoming a leader in advanced diagnostics and personalized medicine, serving as a strong commercialization outlet for early detection of cancer and other chronic diseases. Our mission is to identify, assess and make commercially available a comprehensive menu of diagnostics that provide physicians and patients with personalized clinical intelligence and actionable information to improve health outcomes through the early diagnosis of disease. Our Richmond, Virginia-based Innovative Diagnostic Laboratory clinical reference lab specializes in traditional and advanced clinical evidence-based blood testing that helps find, understand, and address cancer risk in patient populations. Currently, IDL offers risk assessment blood tests for four prevalent cancer types - colorectal, lung, prostate and breast. GeneNews' common shares trade on the Toronto Stock Exchange under the symbol 'GEN'. More information on GeneNews and IDL can be found at www.GeneNews.com

Forward-Looking Statements

This press release contains forward-looking statements identified by words such as "expects", "will", "may" and similar expressions, which reflect the Company's current expectations regarding future events, including with respect to advances under the Agreement, the conversion or buy-back of convertible securities, the Company's status as a foreign private issuer, the completion of the Note offering, the rate of implementation of corporate initiatives, adoption of tests and direct billing, and future cash flow sustainability. The forward-looking statements involve risks and uncertainties that could cause actual events to differ materially from those projected herein including the state of the equity capital markets, the receipt of required approvals, the future financial and operating performance of the Company and its subsidiaries, requirements for and availability of additional capital and the general business and political environment including in the healthcare sector. Investors should consult the Company's ongoing quarterly filings and annual reports 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 Company disclaims any obligation to update these forward-looking statements, except as required by law.

SOURCE GeneNews Limited

For further information: James R. Howard-Tripp, Chairman & CEO, jhoward-tripp@genenews.com

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