BIOSIGN TECHNOLOGIES INC.

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Biosign Technologies Inc. (the "Corporation")
100 Allstate Parkway
Suite 801
Markham, Ontario
L3R 6H3

Item 2 Date of Material Change

December 21, 2012

Item 3 News Release

The news release attached hereto as Schedule "A" was issued by the Corporation and disseminated via Canada Newswire on December 21, 2012.

Item 4 Summary of Material Change

On December 21, 2012, the Corporation announced that it closed a private placement with Sunberry Investments Inc. ("Sunberry") for 4,000,000 units of the Corporation (the "Units") at a purchase price of $0.05 per Unit, which forms part of its recently announced private placement financing (see news November 29, 2012). Each Unit is comprised of one common share ("Common Shares") and one common share purchase warrant ("Warrant"). Each Warrant is exercisable for a 2-year period at $0.05 per share during the first 12 months and $0.10 per share in the second twelve months. Additionally, the Corporation has accepted a subscription for an additional 6,000,000 Units, with the same terms and conditions from Sunberry. The second 6,000,000 Unit private placement is scheduled to close as to $50,000 on January 8, 2013, $150,000 on January 14, 2013 and $100,000 on February 14, 2013.

On December 21, 2012, the Corporation also announced the appointment of Mr. Peter Hamilton to the position of Executive Vice President of Business Development, effective January 1st, 2013.

As a result of a non-brokered private placement, Sunberry and its affiliates (which currently own 100,000 Common Shares) will beneficially own 4,100,000 Common Shares and 5,000,000 Warrants, representing approximately 3.85% of the issued and outstanding voting securities of the Corporation on a non-diluted basis and 7.34% of the issued and outstanding securities of the Corporation, assuming exercise of the 4,000,000 Warrants held by Sunberry. Upon completion of the further tranches in

January and February 2013, Sunberry and its affiliates (which currently own 100,000 common shares) will beneficially own 10,100,000 common shares and 10,000,000 Warrants, representing approximately 8.99% of the issued and outstanding voting securities of the Corporation on a non-diluted basis and 16.42% of the issued and outstanding securities of the Corporation, assuming exercise of the 10,000,000 Warrants held by Sunberry.

In addition, certain directors, officers and significant shareholders of the Corporation, representing 1,812,500 Common Shares, entered into a voting trust agreement with R.M. Kaul & Associates Inc., a company affiliated with Robert Kaul, the Chief Executive Officer of the Corporation, with respect to the exercise of voting rights on relating solely to appointment of directors and changes to the Corporation's stock option plan. It is anticipated that additional directors, officers and significant shareholders of the Corporation, representing a further 6,930,000 Common Shares, will also enter into this voting trust agreement on the same terms.

Item 5 Full Description of Material Change

The news release attached hereto as Schedules "A" provide a full description of the material change.

In addition, certain directors, officers and significant shareholders of the Corporation, representing 1,812,500 Common Shares, entered into a voting trust agreement with R.M. Kaul & Associates Inc., a company affiliated with Robert Kaul, the Chief Executive Officer of the Corporation, with respect to the exercise of voting rights on relating solely to appointment of directors and changes to the Corporation's stock option plan. It is anticipated that additional directors, officers and significant shareholders of the Corporation, representing a further 6,930,000 Common Shares, will also enter into this voting trust agreement on the same terms.

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

The executive officer who is knowledgeable about this material change report is Robert Kaul, Chief Executive Officer of the Corporation, at (416) 218-9800 ext. 234.

Item 9 Date of Report

DATED this 31st day of December, 2012.

SCHEDULE "A"

Biosign Technologies Completes Non-Brokered Private Placement and Appoints EVP

TORONTO, ONTARIO, December 21, 2012 – Biosign Technologies Inc. (**TSXV: BIO)** (the "Company") announced today that it has closed a private placement for 4,000,000 units of the Company (the "Units") at a purchase price of $0.05 per Unit, which forms part of its recently announced private placement financing (see news November 29, 2012). Each Unit is comprised of one common share and one common share purchase warrant. Each common share purchase warrant is exercisable for a 2-year period at $0.05 per share during the first 12 months and $0.10 per share in the second twelve months.

Additionally, the company has accepted a subscription for an additional 6,000,000 units, with the same terms and conditions, from the same investor. The second 6,000,000 unit private placement is scheduled to close as to $50,000 on January 8, 2013, $150,000 on January 14, 2013 and $100,000 on February 14, 2013.

The Company also announced the appointment of Mr. Peter Hamilton to the position of Executive Vice President of Business Development, effective January 1st, 2013. Mr. Hamilton is an experienced software executive and the former CEO of Innovation Group (Europe).

Biosign CEO Robert Kaul stated: "This capital raise provides needed financial resources for the Company to continue with its revitalization plan. The Company is able to retain the services of senior business advisors with expertise in accounting, business development and international sales. The Company is now better positioned to pursue its primary corporate objectives for the coming year, which include increased sales into the United States, Canada and Europe."

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

Biosign Contact Information
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