

Form 51-102F3
MATERIAL CHANGE REPORT

1. Name and Address of Reporting Issuer:

Genetic Diagnostics Technologies Corp. (“GDTC”)
55 University Avenue, Suite 910
Toronto, Ontario M5J 2H7

2. Date(s) of Material Change(s):

March 30, 2006

3. News Release:

A press release disclosing the details discussed in this Material Change Report was issued by GDTC, and disseminated and filed on SEDAR by CCN Matthews, on April 3, 2006.

4. Summary of Material Change(s):

GDTC announced completion of the reverse takeover of Genetic Diagnostics Inc., effective March 30, 2006.

5. Full Description of Material Change:

Please refer to the appended news release.

6. Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102 *Continuous Disclosure Obligations*:

Not applicable

7. Omitted Information:

Not applicable

8. Executive Officer Knowledgeable of Material Change:

Stephen C. Johnston, Chairman, President and Chief Executive Officer of GDTC
Telephone: (416) 360-3469

9. Date of Report:

April 6, 2006

**GENETIC DIAGNOSTICS TECHNOLOGIES CORP.
ANNOUNCES COMPLETION OF REVERSE TAKEOVER
WITH GENETIC DIAGNOSTICS INC.**

TSX VENTURE EXCHANGE: GDD

FOR IMMEDIATE RELEASE

TORONTO, ONTARIO – APRIL 3, 2006 – Genetic Diagnostics Technologies Corp. (the “**Company**” or, “**GDTC**”) (TSX Venture: GDD) is pleased to announce the completion, subject to acceptance by the TSX Venture Exchange and any other applicable regulatory approval, of the transactions whereby Genetic Diagnostics Inc. (“**GDI**”) has become a wholly-owned subsidiary of the Company (the “**RTO-Finalization**”), effective as of March 30, 2006. Reference is made to the news release of the Company dated August 31, 2005, which provides further details of the RTO-Finalization transactions, and may be viewed on SEDAR at www.sedar.com.

Pursuant to the RTO-Finalization, an aggregate of 9,335,627 common shares of the Company were issued to the registered holders of Class A Exchangeable Shares and Class B Exchangeable Shares of GDI (the “**GDI Shareholders**”) upon the automatic conversion of all such exchangeable shares. As well, an aggregate of 244,000 “GDTC Series 3 Warrants” of the Company, each exercisable for the purchase of one common share of the Company at \$0.55 until June 1, 2007; and an aggregate of 469,448 “GDTC Series 4 Warrants” of the Company, each exercisable for the purchase of one common share of the Company at \$0.44 until January 14, 2007; were issued, respectively, to the registered holders of Series 3 Warrants and Series 4 Warrants of GDI (the “**GDI Warrantholders**”) in replacement for their warrants of GDI held. Further, an aggregate of 5,024,535 “GDTC Series 1 Warrants” of the Company, each exercisable for the purchase of one common share of the Company at \$0.55 until September 30, 2006 (“**Series 1 Warrants**”); and an aggregate of 5,024,535 “GDTC Series 2 Warrants” of the Company, each exercisable for the purchase of one common share of the Company at \$1.00 until March 30, 2007 (“**Series 2 Warrants**”); were additionally issued to the GDI Shareholders and GDI Warrantholders in respect of the conversion and replacement of their securities of GDI held into the securities of the Company as indicated. All securities of the Company issued to the GDI Shareholders are subject to, and releasable from, escrow according to terms which are contained in, or are identical to, the TSX Venture Exchange Form 5D *Value Security Escrow Agreement* for a Tier 2 Issuer, depending on whether the affected GDI Shareholder is a former principal of GDI.

Also in connection with the RTO-Finalization, an aggregate of 1,105,909 common shares; an aggregate of 552,951 Series 1 Warrants; and an aggregate of 552,958 Series 2 Warrants; were further issued, in satisfaction and settlement of certain indebtedness of GDI, to the “Creditors” under executed debt settlement agreements made with the Company.

Following the RTO-Finalization, the directors of the Company appointed David Speck, of Oakville, Ontario, as a new director of the Company. The Company’s board of directors is presently comprised of Stephen C. Johnston, G. Scott Paterson, Richard M. Hurwitz, Gerald Hatch, Jeffrey A. Dawson and David G. Speck. The directors of the Company also appointed James D. Beatty, of Toronto, Ontario, as a special consultant to the board, due to constraints contained in the Company’s by-laws and in corporate law limiting the number of additional directors able to be appointed by the board between annual general meetings of the Company. It is anticipated that Mr. Beatty will join the board following the next annual meeting of the Company.

About the Company

Based in Toronto, the Company is a development-stage DNA diagnostics company that has licensed and continues to further develop a revolutionary diagnostic platform that it intends to commercialize in Canada and the United States.

For further information, please contact Stephen C. Johnston, the President and Chief Executive Officer of the Company, at (416) 360-3469, or visit www.dna3.com.

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

(Not for dissemination in the United States of America)