LED DENTAL

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MATERIAL CHANGE REPORT

FORM 51-102F3

1. **Name and Address of Company:**

LED Medical Diagnostics Inc. ("**LED**")
Suite 810 – 580 Hornby Street
Vancouver, B.C. V6C 3B6

2. **Date of Material Change:**

December 22, 2016

3. **News Release:**

On December 28, 2016, a news release reporting the material change was issued through Market News Publishing Inc. and filed on SEDAR at www.sedar.com.

4. **Summary of Material Change:**

On December 22, 2016 (the "**Closing Date**"), LED completed debenture financing of Cdn$800,000 through the issuance of: (i) 12% senior secured debentures of the Company (the "**LED Medical Debentures**") in the aggregate amount of Cdn$150,000, maturing after twenty-four months; and (ii) 12% senior secured debentures of LED Dental Inc. (the "**LED Dental Debentures**"), a wholly-owned direct subsidiary of the Company, in the aggregate amount of Cdn$650,000, maturing after twenty-four months (collectively, the LED Medical Debentures and the LED Dental Debentures, the "**Debentures**"). The Debentures were issued as part of a non-brokered private placement. The LED Medical Debentures were issued as units ("**Units**") consisting of: (i) LED Medical Debentures in the aggregate principal amount of Cdn$150,000; and (ii) a total of 320,000 common shares of the Company. The subscription price for the Units was Cdn$150,000.

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

On December 22, 2016, LED completed debenture financing of Cdn$800,000 through the issuance of the LED Medical Debentures and the LED Dental Debentures. The Debentures were issued to Bloom Burton Healthcare Lending Trust II, as part of a non-brokered private placement. The LED Medical Debentures were issued as units consisting of: (i) LED Medical Debentures in the aggregate principal amount of Cdn$150,000; and (ii) a total of

320,000 common shares of the Company. The subscription price for the Units was Cdn$150,000.

The Company issued an additional 1,380,000 common shares of the Company to Bloom Burton Healthcare Lending Trust II as a loan bonus in accordance with Policy 5.1 of the TSX Venture Exchange in connection with the issuance of the LED Dental Debentures.

The proceeds will be used by LED for working capital and general corporate purposes.

All securities, other than the LED Dental Debentures, issued in connection with the transaction are subject to a hold period expiring four months and one day after the Closing Date. The LED Dental Debentures are subject to a hold period expiring four months and one day after the later of: (i) the Closing Date; and (ii) the date that LED Dental Inc. becomes a "reporting issuer" under Canadian Securities laws in any province or territory of Canada.

6. **Reliance on subsection 7.1(2) of National Instrument 51-102:**

Not applicable.

7. **Omitted Information:**

No significant facts otherwise required to be disclosed in this report have been omitted.

8. **Executive Officer:**

For further information, please contact:

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LED Medical Diagnostics Inc.
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9. **Date of Report:**

December 29, 2016