

**Form 51-102F3
Material Change Report**

1. Name and Address of Company

Gemoscan Canada, Inc.
5000 Dufferin Street, Unit D1
Toronto, Ontario M3H 5T5

2. Date of Material Change

December 1, 2011

3. News Release

December 12, 2011 via Marketwire (CNQ Disclosure Network)

4. Summary of Material Change

Gemoscan Canada, Inc. ("**Gemoscan**" or the "**Corporation**") announced that on November 29, 2011 the Corporation announced that it has received conditional approval from the TSX Venture Exchange (the "**Exchange**") to list its Class A Shares. The listing is conditional upon the Corporation completing a minimum \$500,000 offering resulting in at least 100 new shareholders each holding a board lot. In connection with this announcement, Gemoscan announced (on December 12, 2011) that it has entered into an engagement letter with Canaccord Genuity Corp. ("**Canaccord**") pursuant to which Canaccord has been retained to raise a minimum of \$500,000 and a maximum of \$1,000,000 on a commercially reasonable efforts basis. The proceeds of the offering will be used for working capital. The Corporation will offer a minimum of 1,428,572 and a maximum of 2,857,143 units priced at \$0.35 per unit with each unit consisting of one (1) Class A Share and one (1) share purchase warrant entitling the holder to purchase a further Class A Share at a price of \$0.55 per share for a period of two years from the date of issuance. The offering will be done using the Exchange's Short Form Offering Document policy. Canaccord will receive a cash commission of 8.5% of the gross proceeds of the offering and broker warrants entitling it to acquire that number of Class A Shares equal to 9% of the units placed at a price of \$0.55 per share for a period of two years from the date of issuance. Upon closing, the Corporation will also pay a corporate finance fee of \$40,000 cash.

5.1 Full Description of Material Change

Same as Section #4 above.

5.2 Disclosure for Restructuring Transactions

N/A

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

N/A

7. Omitted Information

N/A

8. Executive Officer

Brian Kalish
Director, President and Chief Executive Officer
Telephone: (416) 650-1200

9. Date of Report

December 12, 2011