

**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

May 29, 2012

3. News Release

June 4, 2012 via Marketwire (TSXV Disclosure Network)

4. Summary of Material Change

Gemoscan Canada, Inc. ("**Gemoscan**" or the "**Company**") announced that, effective May 29, 2012, Ms. Ann Hawley is no longer with the Company. Ms. Hawley was Gemoscan's Vice President, Investor Relations.

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

June 4, 2012