FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and address of the Company

Diagnamed Holdings Corp. ("**Diagnamed**" or the "**Company**")
Suite 2900-550 Burrard Street
Vancouver, BC V6C 0A3

Item 2 Date of material change

April 11, 2025

Item 3 News release

The news release was issued on April 14, 2025 through Newsfile Corp.

Item 4 Summary of material change

Diagnamed closed on April 11, 2025 its non-brokered private placement of units of the Company at a price of C$0.03 per unit, for aggregate gross proceeds of C$397,509.99.

Item 5 Full description of material change

<u>The Offering</u>

On April 11, 2025, Diagnamed closed its non-brokered private placement (the "**Offering**") of units of the Company (the "**Units**") at a price of C$0.03 per Unit. Under the Offering, the Company issued 13,250,333 Units for aggregate gross proceeds of C$397,509.99 .

Each Unit is comprised of one common share of the Company (each a "**Common Share**") and one common share purchase warrant (each a "**Warrant**"), with each Warrant entitling the holder to acquire one additional Common Share for a period of 24 months from closing at an exercise price of $0.05.

In connection with the closing of the Offering, the Company paid finders' fees in the aggregate amount of $29,760.80 and issued 992,027 non-transferrable finder warrants (Each a "**Finder Warrant**"). Each Finder Warrant entitles the holder to acquire one additional Common Share for a period of 24 months from closing at an exercise price of $0.05.

As disclosed in the offering document dated February 27, 2025 (the "**Offering Document**"), the Company intends to use the net proceeds from the Offering for the research, development and commercialization of its hydrogen production and monitor technology and BRAIN AGE® Brain Health AI Platform, and for general corporate and working capital purposes. The Offering Document may be accessed under the Company's profile at SEDAR+ and on the Company's website. All of the Units were issued pursuant to the listed issuer financing exemption under Part 5A of National Instrument 45-106 - Prospectus Exemptions. As such, the Units are not be subject to resale restrictions pursuant to applicable Canadian securities laws.

Fabio Chianelli, the Chairman and CEO of the Company, subscribed for 850,000 Units, representing gross proceeds to the Company of $25,500. The participation by Mr. Chianelli in the Offering is considered a related party transaction as defined in Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions. Mr. Chianelli's participation is exempt from the formal valuation and minority shareholder approval requirements provided under MI 61-101 in accordance with sections 5.5(a) and 5.7(1)(a) of MI 61-101. The exemption is due to the fact that neither the fair market value of the participation in the Offering, nor the consideration paid by such related party exceeds 25% of the market capitalization of the Company. Diagnamed did not file a material change report with respect to the participation of insiders at least 21 days prior to the closing date of the Offering as their participation was only recently determined.

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

N/A

Item 7 Omitted Information

None.

Item 8 Executive Officer

Fabio Chianelli,
Chairman and CEO
416-800-2684

Item 9 Date of Report

April 17, 2025