

## MATERIAL CHANGE REPORT

### 1. Name and Address of Company

DiagnoCure Inc. (“**DiagnoCure**” or the “**Corporation**”)  
4535 Wilfrid-Hamel Blvd.  
Suite 250  
Québec, Québec  
G1P 2J7

### 2. Date of Material Change

December 23, 2015

### 3. News Release

DiagnoCure issued a news release on December 23, 2015 with respect to the material change described below.

### 4. Summary of Material Change

On December 23, 2015, DiagnoCure executed an asset purchase agreement with Hologic, Inc. via its wholly-owned subsidiary, Gen-Probe Incorporated (“**Gen-Probe**”), pursuant to which Gen-Probe has agreed to acquire all assets related to DiagnoCure’s PCA3 prostate cancer biomarker.

As part of the transaction, DiagnoCure will redeem the 4,900,000 series A convertible preferred shares of DiagnoCure held by Gen-Probe, which will cancel all of the outstanding preferred shares issued by the Corporation. DiagnoCure will also grant a right of first refusal to Gen-Probe to license the Corporation’s new multi-marker prostate cancer test (PCP) in the field of high-volume *in vitro* diagnostics (IVD) testing.

The transaction is subject to DiagnoCure shareholders’ approval to be obtained at a special meeting to be held on February 12, 2016.

### 5. Full Description of Material Change

Reference is made to the press release attached as Schedule “A” hereto.

### 6. Reliance on Section 7.1(2) of National Instrument 51-102

Not applicable.

### 7. Omitted Information

Not applicable.

**8. Executive Officer**

For further information, please contact Frédéric Boivin, Interim Chief Financial Officer at (418) 527-6100.

**9. Date of report**

December 30, 2015.

**SCHEDULE "A"**

**Press release dated December 23, 2015**

See attached document.

## DIAGNOCURE ANNOUNCES THE EXECUTION OF AN ASSET PURCHASE AGREEMENT

*Transaction to Include Selling Assets Associated with PCA3 to Hologic, Inc. and Concurrent Repurchase of Preferred Shares Held by Gen-Probe Incorporated*

*Cash Proceeds to be Distributed to DiagnoCure Shareholders*

**QUÉBEC CITY, December 23, 2015** — DiagnoCure Inc. (TSX: CUR; OTCQX: DGCRF) (“DiagnoCure” or the “Corporation”) announced today the execution of an asset purchase agreement (the “Asset Purchase Agreement”) with Hologic, Inc. (NASDAQ: HOLX) via its wholly-owned subsidiary, Gen-Probe Incorporated (“Gen-Probe”), pursuant to which Gen-Probe has agreed to acquire all assets related to DiagnoCure’s PCA3 prostate cancer biomarker (the “PCA3 Asset Sale”) for CAD\$6,534,740 (the “Purchase Price”). The Purchase Price will consist of (i) CAD\$5,500,000 in cash consideration to DiagnoCure and (ii) the repurchase by the Corporation of 4,900,000 series A convertible preferred shares of DiagnoCure held by Gen-Probe (the “Share Repurchase”, together with the PCA3 Asset Sale, the “Transaction”) at a value of CAD\$1,034,740. As part of the arrangement, Gen-Probe will obtain a right of first refusal to license the Corporation’s new multi-marker prostate cancer test (“PCP”) in the field of high-volume *in vitro* diagnostics (IVD) testing under specific conditions. Hologic is a world leader in diagnostics and currently holds exclusive worldwide rights to PCA3 from DiagnoCure via its subsidiary Gen-Probe.

The PCA3 Asset Sale will allow Hologic to control all assets related to the PCA3 biomarker and, upon closing of the Transaction, will result in an immediate cash payment to DiagnoCure. Assuming shareholder approval, the Corporation will distribute in a timely fashion following closing of the Transaction approximately 95% of the proceeds received in the transaction (CAD\$5,200,000) to its shareholders in a tax-efficient manner. In addition, the Share Repurchase will cancel all of the preferred shares issued by the Corporation. The Corporation’s outstanding securities will subsequently consist solely of common shares. This will enable additional third-party business arrangements that could be pursued by DiagnoCure in relation to additional assets held by the Corporation, including the Previstage® GCC colorectal cancer test and the PCP multi-marker prostate cancer test.

Dr. Yves Fradet stated, “We believe in the clinical value of the Corporation’s Previstage® GCC assay for improving the staging of colon cancer and in the newly developed multi-marker prostate cancer assay that should provide an important tool to clinicians for early identification of aggressive prostate cancers, leading to disease management decisions that could improve prognosis”.

Dr. Jacques Simoneau, Chairman of DiagnoCure, stated, “The proposed transaction is a beneficial first step in improving shareholder value while additionally providing an immediate liquidity opportunity for current shareholders. Moreover, we are confident that the remaining assets held by the Corporation provide business opportunities for the right partners”.

DiagnoCure's board of directors has determined that the Transaction is in the best interests of the Corporation and its shareholders and unanimously recommends that DiagnoCure shareholders vote in favor of the Transaction. Significant shareholders of DiagnoCure, holding collectively approximately 25% of all outstanding shares of common stock of the Corporation, have entered into voting and support agreements where they have agreed to vote in favor of the special resolution approving the Transaction (the "Special Resolution"). These shareholders include Mr. Todd M. Axelrod, holding 8,608,000 common shares of the Corporation, and all officers and directors of DiagnoCure, holding collectively 2,152,346 common shares.

The board of directors of DiagnoCure has received an opinion from KPMG that the consideration to be received by the Corporation under the Asset Purchase Agreement is fair from a financial point of view.

A special meeting of shareholders will be held on February 12, 2016 (the "Special Meeting") at 10:00AM (Eastern Standard Time), where the Special Resolution will be submitted to DiagnoCure shareholders for approval. For complete details, reference should be made to the summary of the Asset Purchase Agreement, which will be contained in the proxy circular that the Corporation will send to its shareholders by mid-January 2016, or to a copy of the Asset Purchase Agreement that will be filed under the Corporation profile at [www.SEDAR.com](http://www.SEDAR.com).

Assuming shareholder approval and that all other conditions to the Asset Purchase Agreement are satisfied or waived, the Transaction is expected to close by the end of February 2016.

### **About DiagnoCure**

DiagnoCure (TSX: CUR; OTCQX: DGCRF) is a life sciences corporation that develops and provides molecular and genomic tests to support effective clinical decisions enabling personalized medicine in oncology. Previstage<sup>®</sup> GCC and the Corporation's new multi-marker prostate cancer test ("PCP") are currently available for licensing. For more information, please visit [www.diagnocure.com](http://www.diagnocure.com).

### **Forward-looking statements**

This release may contain forward-looking statements that involve known and unknown risks, uncertainties and assumptions that may cause actual results to differ materially from those expected. Forward-looking statements can be identified by the use of the conditional or forward-looking terminology such as "anticipates", "assumes", "believes", "estimates", "expects", "intend", "may", "plans", "projects", "should", "will", or the negative thereof or other variations thereon. Forward-looking statements also include any other statements that do not refer to historical facts. All such forward-looking statements are made pursuant to the "safe-harbor" provisions of applicable Canadian securities laws. By their very nature, forward-looking statements are based on expectations and hypotheses and also involve risks and uncertainties, known and unknown, many of which are beyond DiagnoCure's control. Forward-looking statements are presented for the purpose of assisting investors and others in understanding certain key elements of the Corporation's current objectives, strategic priorities, expectations and plans, and in obtaining a better understanding of the Corporation's business and anticipated operating environment. Readers are cautioned that such information may not be appropriate for other purposes and that they should not place undue reliance on these forward-looking statements. For instance, any forward-looking statements regarding the outcome of research and development projects, clinical studies and future revenues, including those related to Previstage<sup>®</sup> GCC and to PCP, are based on management expectations and such outcome may vary materially depending on global political and economic conditions, dependence on

collaboration partners, uncertainty of healthcare reimbursement, and marketing and distribution challenges. In addition, the reader is referred to the applicable general risks and uncertainties described in DiagnoCure's most recent Annual Information Form under the heading "Risk Factors". DiagnoCure undertakes no obligation to publicly update or revise any forward-looking statements contained herein unless required by the applicable securities laws and regulations.

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**Contacts:**

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