



2017.04.27

DIAGNOS Announces closing of Private Placement

Brossard, Quebec, Canada – April 27, 2017 - Diagnos Inc. (“DIAGNOS” or “the Corporation”) (TSX Venture: ADK), a leader in early detection of critical health issues through the use of Artificial Intelligence, announces that it has completed a private placement (“Private Placement”), initially announced on April 13, 2017, of 261 units (each a “Unit”) for an aggregate value of \$2,610,000 of which gross cash proceeds amount to \$2,460,000 following the conversion of one outstanding short term loan into 15 Units representing \$150,000.

“We are very satisfied with the outcome of this Private Placement and we are confident that the funds raised will be sufficient to execute our corporate development strategy”, said André Larente, President of DIAGNOS. Cash proceeds will be used to develop new geographical markets, such as the United States of America, and to fund operating and healthcare product development expenses.

Each Unit consists of:

- One Secured Convertible and Redeemable Debenture (each a “Debenture”), \$10,000 principal amount, 3-Year Term, 10% Annual Interest, and
- 20,000 Stock Warrants (each a “Warrant”) entitling the holder to purchase one Common Share (“Share”) of the Corporation per Warrant at a price of \$0.22 per Share for a period of 18 months from the date of issuance.

At the sole option of the holder of the Debentures, the principal amount of the Debentures may be converted at any time during the 3-year term, in whole or in part, into Shares of the Corporation at a price of \$0.15 per Share. Any accrued interest on the principal, at time of conversion by the holder, is immediately payable in cash.

If, at any time after the first anniversary of the Debenture and until maturity, the volume weighted average price of the Shares on the TSX Venture Exchange is equal to or higher than \$0.27 for 20 consecutive trading days, the Debentures shall be redeemable, in whole or in part, at the sole option of the Corporation, into Shares of the Corporation at a price of \$0.15 per Share. Any accrued interest on the principal, at time of redemption, will be immediately payable in cash.

At the sole option of the Corporation, at any time after the first anniversary of the Debenture and until maturity, it may repay all or part of the outstanding Debentures by making a cash payment equal to the principal amount of the Debentures plus a premium of 25% of the principal amount owing. Any accrued interest on the principal, at time of early repayment, will be immediately payable in cash.

One subscriber in the private placement qualifies as a “related party” of DIAGNOS within the meaning of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“MI 61-101”). The subscriber is one director of DIAGNOS who subscribed for \$30,000 and, as a result thereof, exercises control over 0.8% of the Shares of the Corporation, on a diluted basis. The Corporation is relying on exemptions from the formal valuation and minority shareholder approval requirements available under MI 61-101.



The Corporation retained the services of Echelon Wealth Partners (“Echelon”), Leede Jones Gable (“LJG”), Industrial Alliance Securities (“Industrial”), and Raymond James (“RJ”) to act as finders in connection with the Private Placement. As per the terms of the engagement agreements, upon delivery of the Debenture certificates and the Warrant certificates, Echelon will be paid a commission of \$68,600, LJG will be paid a commission of \$57,400, Industrial will be paid a commission of \$4,900, and RJ will be paid a commission of \$4,200.

The Debentures are sold in Canada on a prospectus-exempt basis and the common shares underlying the Debentures and Warrants are subject to a statutory four-month hold period which will expire on August 13, 2017.

This Private Placement is subject to receipt of all required regulatory approvals, including the approval of the TSX Venture Exchange, as well as the execution of formal documentation.

All monies quoted in this press release shall be stated and paid in lawful money of Canada.

About DIAGNOS

Founded in 1998, DIAGNOS is a publicly traded Canadian corporation with a mission of early detection of critical health issues through the use of its Artificial Intelligence (“AI”) tool CARA (Computer Assisted Retina Analysis). CARA is a tele-ophthalmology platform that integrates with existing equipment (hardware and software) and processes at the point of care (POC). CARA’s Artificial Intelligence image enhancement algorithms make standard retinal images sharper, clearer, and easier to read. CARA is accessible securely over the internet, and is compatible with all recognized image formats and brands of fundus cameras, and is EMR compatible. CARA is a cost-effective tool for screening large numbers of patients, in real-time and has been approved by regulatory authorities including Health Canada, US Food and Drug Administration, the European Union and in Mexico.

For further information, please contact:

André Larente, CEO, DIAGNOS
Telephone: 1-877-678-8882 or (450) 678-8882, ext.: 224

This document contains forward-looking information. There can be no assurance that forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in these statements. DIAGNOS disclaims any intention or obligation to publically update or revise any forward-looking information, whether as a result of new information, future events or otherwise. The forward-looking information contained in this news release are expressly qualified by this cautionary statement.

Neither the TSX Venture Exchange nor its Regulation Service Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.