



DIAGNOS

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PRESS RELEASE

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TSXV : ADK
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DIAGNOS Announces Approval of Corporate Reorganization

Brossard, Quebec, Canada – April 10th, 2019 - DIAGNOS Inc. (“DIAGNOS”, “the Corporation” or “we”) (TSX Venture: ADK), (OTCQB: DGNOF), a leader in early detection of critical health issues through the use of its FLAIRE platform based on Artificial Intelligence (AI), is pleased to announce that the special resolution approving the common share (“Share”) consolidation whereby ten (10) pre-consolidation Shares will result in one (1) post-consolidation Share (the “Consolidation”), was passed by its shareholders, with 87% of the votes cast in favour and, that the holders of the 10% secured convertible debentures (the “Debentures”) have passed a special resolution allowing the Corporation to redeem the principal outstanding on the Debentures, in the aggregate of \$4,940,000, plus accrued interest (\$675,682 as of this day), to be payable in the form of Shares, at the issue price of \$0.035 per Share (being \$0.35 post - Consolidation), (the “Debenture Redemption”) with 80% of the votes cast in favour. These resolutions are part of the reorganization plan put forth by the Corporation and that was described in detail in the press release dated March 11, 2019, and the information circulars sent in preparation of today’s meetings, which are also available at www.sedar.com.

Furthermore, the Corporation is pleased to report that it has obtained the consent from several holders of the Corporation’s 10% unsecured convertible notes (each a “Note”) representing 85% out of the principal amount of \$1,000,000 outstanding, for the redemption of their Note on the same terms and conditions as the Debenture Redemption (the “Note Redemption”). The Corporation will proceed with the Debenture Redemption and the Note Redemption, as soon as possible after the Consolidation, and will shortly provide the holders of Debentures with a 10-day notice to redeem.

“We are very thankful for this vote of confidence by our stakeholders. With the removal of important barriers to our business development, we can now fully devote our resources to the growth of the business,” said Mr. Georges Hébert, Chairman of the board of directors of the Corporation.

The Corporation currently has 212,931,265 Shares issued and outstanding. Pursuant to the Consolidation, there will be approximately 21,293,127 Shares outstanding (trading under the new CUSIP number 252442306). Registered shareholders who hold a certificate representing their Shares must surrender their certificate to the Corporation’s registrar, Computershare Investor Services Inc. to obtain a post Consolidation Share certificate or Direct Registration Statement (DRS), and must return their certificate along with the Letter of Transmittal which was sent to shareholders prior to the special meeting and follow the procedural instructions therein. Shareholders can request a copy of the *Letter of Transmittal* by contacting the Corporation or Computershare Investor Services Inc. at (800) 564-6253. No action is required from shareholders whose Shares are registered in their broker or other depository’s name. The Corporation’s outstanding convertible securities will be adjusted in accordance with the Consolidation ratio, in quantity and in price, on the effective date of the Consolidation. Holders of certificates representing convertible securities may have their certificate exchanged by forwarding them to the Corporation. The registers kept at the offices of the Corporation shall reflect such Consolidation and shall be deemed to be exact. A bulletin will be issued by the TSX Venture Exchange to confirm the effective date of the Consolidation, in the days prior the effective date.

All of these transactions are subject to the approval of the TSXV and other regulatory approvals, as may be applicable, and all securities to be issued under the Debenture Redemption or the Note Redemption will be

subject to a hold period of 4 months from the issue date. No restrictions will apply as a result of the Consolidation.

About DIAGNOS

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. 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. CARA complies with local regulations, is FDA cleared for commercialization in the United States of America, is Health Canada licensed for commercialization in Canada and is CE marking compliant in Europe.

Additional information is available at www.diagnos.com and www.sedar.com.

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The TSXV has neither approved nor disapproved the contents of this press release. The TSXV does not accept responsibility for the adequacy or accuracy of this release.

Forward Looking Information and Cautionary Statements

Except for statements of historical facts, this news release contains certain forward-looking statements within the meaning of applicable securities law. Forward-looking statements are frequently characterized by words such as “plan”, “expect”, “project”, “intend”, “believe”, “anticipate”, “estimate” and other similar words, or statements that certain events or conditions “may” occur. Although Diagnos believes that the expectations reflected in the forward-looking statements, such as the timeline for the completion of the transactions and that the Corporation will receive all required regulatory approval, are reasonable, there can be no assurance that all or any of these expectations will prove to be correct. Securityholders are cautioned not to put undue reliance on such forward-looking statements, which are not a guarantee of performance and are subject to a number of risks and uncertainties, including but not limited to, the risk that the Debenture Redemption and Note Redemption will not be successfully completed for any reason and the risk that, if completed, the Corporation may not realize the anticipated benefits of these transactions. Such forward-looking statements are subject to risks and uncertainties that may cause actual results, performance or developments to differ materially from those contained in the statements. Except as required under applicable securities legislation, the Corporation undertakes no obligation to publicly update or revise forward-looking information, whether as a result of new information, future events or otherwise.