



DIAGNOS

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PRESS RELEASE

OTCQB: DGNOF
TSXV: ADK
SOURCE: DIAGNOS Inc.

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DIAGNOS Announces Private Placement and Stock Options Grant

Brossard, Quebec, Canada – May 28th, 2018 – DIAGNOS Inc. (“DIAGNOS” or the “Corporation”) (TSX Venture: ADK) (OTCQB: DGNOF), a leader in early detection of critical health issues through the use of Artificial Intelligence, announces a private placement (“Private Placement”) of up to 24 units (each a “Unit”), at a price of \$50,000 per Unit, for gross proceeds of up to \$1,200,000 and stock options grants to its directors and officers.

Private placement of Units

Each Unit consists of:

- (i) One Secured, Convertible and Redeemable Debenture (“Debenture”), 3-year term, 10% annual interest, principal of \$50,000 per Debenture, and
- (ii) 200,000 stock warrants (each a “Warrant”) entitling the holder to purchase one common share (“Share”) per Warrant at a price of \$0.15 per Share, for a period of 18 months from the date of issuance.

At the sole option of the holder of the Debenture, 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 \$0.10 per Share. Any accrued interest on the Debenture 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 \$0.18 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 \$0.10 per Share. Any accrued interest on the principal, at time of redemption, will be immediately payable in cash.

Closing of the Private Placement is expected to occur on, or before, June 15, 2018. The proceeds will be used to continue developing new geographical markets and to fund operating and product development expenses.

Commissions in cash calculated at a rate of up to 7% of gross receipts may be payable to referral agents in connection with the Private Placement.

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.

The 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.

Stock options grant

The board of directors has approved a grant totalling 2,750,000 stock options to its directors and officers. Stock options vest at 50% per year, commencing with the first anniversary of the grant. The exercise price of these options has been established at \$0.075 per share. The expiry date to which these options can be exercised has been fixed to May 28, 2023.



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

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 (“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 cleared for commercialization by several regulatory authorities such as Health Canada, the U.S. Food and Drug Administration and the European Union.

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

For further information, please contact:

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This news release 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 is expressly qualified by this cautionary statement.

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