



## Quarterly Report 2

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Period ended April 30, 2010

## MESSAGE TO SHAREHOLDERS

Dear Shareholders:

We are pleased to present the results of DiagnoCure's second quarter for the fiscal year 2010. During this quarter, the Company's PCA3 gene marker for prostate cancer achieved key milestones in its clinical development. New studies, which were presented at major meetings in the U.S. and Europe, demonstrated that the PCA3 marker has the potential to be at the forefront of the management of prostate cancer.

In early March 2010, PCA3's clinical utility was confirmed in two large worldwide studies conducted in a subset of about 2,400 patients from GlaxoSmithKline's REDUCE trial of dutasteride. The studies were presented at the American Society of Clinical Oncology's Genitourinary Cancers Symposium (ASCO GU) in San Francisco. The results demonstrated that PCA3 can help determine whether men suspected of having prostate cancer should undergo a repeat biopsy and can predict the risk of having an aggressive cancer.

The first PCA3 study presented at the ASCO GU meeting originated from the placebo arm of the REDUCE trial. This study showed that PCA3 scores were significantly correlated with a positive prostate biopsy result, and that men who had higher PCA3 scores were more likely to have prostate cancer. Specifically, cancer was diagnosed in only 6% of men with very low PCA3 scores, but in 57% of men with very high PCA3 scores.

PCA3 scores also correlated with cancer aggressiveness (as defined by the Gleason Score): median PCA3 scores were higher in men with high-grade cancers than in those with low-grade cancers. Finally, the PCA3 test also predicted the likelihood of a positive prostate biopsy performed two years after the test.

The second PCA3 study originated from the patients treated with dutasteride in the REDUCE trial. This study demonstrated that PCA3 can also be used to predict prostate biopsy outcomes in men taking dutasteride. It confirmed earlier research that showed PCA3 outperforms serum PSA testing for prostate cancer detection, and improves diagnostic accuracy when combined with serum PSA testing and other clinical information.

In April 2010, PCA3 was the topic of over 13 presentations at the 2010 European Association of Urology (EAU) meeting, the world largest urology event, held in Barcelona, Spain, with 14,000 registrants. PCA3 was discussed by prominent researchers who presented reviews and data on the clinical utility of the test in the management of prostate cancer.

In particular, Pr. Alexandre de la Taille from the urology service of Henri Mondor hospital, Creteil, France, presented the results of a new European study of 516 men. The study suggested that PCA3 could be useful for predicting the outcome of an initial prostate biopsy, thereby reducing prostate biopsies by 40%, while missing only 5% of the high grade cancers on the initial diagnosis. This study represents a significant step forward for PCA3, which up to now, was considered and studied mostly for men undergoing a repeat biopsy.

More recently, at the meeting of the American Urology Association, PCA3 was also featured in 12 presentations. In particular, a multi-practice American study on about 1,900 men concluded

that PCA3 can predict the outcome of the first biopsy better than the traditional PSA test. In the study, men with a PCA3 score over 35 had an 80% risk of having prostate cancer.

During their Q1 earnings conference call at the end of April 2010, Gen-Probe confirmed that they had recently completed the enrolment in their U.S. clinical trial on their PROGENSA® PCA3 test. They enrolled 500 patients and are on track to file a PreMarket Approval application with the Food and Drug Administration by third quarter. Gen-Probe's management mentioned that this milestone coupled with the very positive results of the recent studies reinforce their bullish view of PCA3's future.

With regard to its service laboratory operations, DiagnoCure appointed in April Ms. Valerie Palmieri President of DiagnoCure Oncology Laboratories. Ms. Palmieri brings to DiagnoCure more than 25 years of experience in the laboratory industry, including executive positions at DIANON Systems and Laboratory Corporation of America, responsible for laboratory services, business strategic planning, cost management, quality, customer retention and operations management.

Since her appointment, Mrs Palmieri has initiated a review of the Company's laboratory business model, and put together a new advisory group of key opinion leaders in the field of colorectal cancer. Under her leadership, it is expected that DiagnoCure Oncology Laboratories will grow into a profitable colorectal cancer management laboratory, centered around the Company's Previstage™ GCC Colorectal Cancer Staging Test.

As the Company's PCA3 prostate cancer marker and Previstage™ GCC test are making commercial progress, DiagnoCure is focusing more and more on personalized medicine to help guide oncology treatment decisions, centered on patients, using genomic information. Personalized medicine is a new vision of health management that aims to offer "the right treatment to the right person at the right time". Personalized medicine calls for new business models, and DiagnoCure is taking the appropriate steps in Canada and in the U.S. to adapt to these evolving and promising opportunities, in keeping with its stated mission.

Dr. Yves Fradet  
President and Chief Medical Officer

# MANAGEMENT'S DISCUSSIONS AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*The following information should be read in conjunction with the Company's unaudited consolidated financial statements and related notes included herein, together with the audited consolidated financial statements for the year ended October 31, 2009 and related notes. Management's comments were prepared to explain the Company's operations, performance and financial position as of April 30, 2010. They compare this second quarter and the six-month period of operating results and cash position with those of the second quarter and the six-month period ended April 30, 2009. Amounts are in Canadian dollars unless otherwise noted. The information contained herein is up to date as of June 4, 2010.*

## Overview

DiagnoCure, Inc. (hereafter called the "Company" or "DiagnoCure") is a life sciences company commercializing high-value cancer diagnostic tests and laboratory services that increase clinician and patient confidence in making critical treatment decisions.

In 1998, the Company initiated the commercialization of its first diagnostic test, ImmunoCyt™ / uCyt+™ for bladder cancer in Europe and, in 2000, obtained a 510(k) clearance from the Food and Drug Administration (FDA) for the commercialization of the test in the United States. In August 2008, in order to maximize the value of its portfolio and focus on high-value molecular diagnostics, DiagnoCure entered into a product divestment agreement for ImmunoCyt™ / uCyt+™ with Scimedx Corporation, a U.S.-based company. Terms of the agreement were not disclosed.

In May 2000, DiagnoCure obtained an exclusive worldwide license from the University of Nijmegen, The Netherlands, to commercialize the PCA3 molecular marker in relation with prostate cancer. In 2003, DiagnoCure developed its second diagnostic test, uPM3™, based on measuring the expression of the PCA3 molecular marker. uPM3™ was first sold in 2003 in the United States in an Analyte Specific Reagents (ASR) format. That same year, DiagnoCure granted an exclusive worldwide license to Gen-Probe, Incorporated (Gen-Probe) of San Diego, California, for the development and commercialization of diagnostic products using PCA3 in return for US\$9 million to be paid over three years. This revenue has been recognized and amortized over a 42-month period ended in April 2007. The final payment has been received in November 2006. In mid-2006, Gen-Probe made available to targeted reference laboratories in the U.S. market the ASR format of its first generation PCA3 assay on its APTIMA® technology platform. Since then, a number of laboratories in the U.S. have added PCA3 on their product listings, among which are LabCorp and Quest, the two leading U.S. diagnostic testing providers. In November 2006, Gen-Probe received the European CE Mark for its PROGENSA® PCA3 test and subsequently introduced the test in selected sites in Europe. As of the end of 2009, the PROGENSA® PCA3 was available from over 40 sites in Europe. On April 29, 2009, DiagnoCure and Gen-Probe executed an amendment to their 2003 license agreement, establishing new FDA submission milestones and key distribution arrangements to leverage the full market potential of the PCA3-based test for prostate cancer in the United States, Europe and around the world. Pursuant to the amendment, Gen-Probe acquired on May 7, 2009, 4.9 million DiagnoCure Series A Convertible Preferred Shares for US\$5.0 million. In addition, Gen-Probe committed to make annual payments of US\$500,000 to DiagnoCure until specific milestones are met.

On April 30, 2007, DiagnoCure secured from Targeted Diagnostics & Therapeutics, Inc. (TDT) the exclusive worldwide diagnostic rights to the GCC marker and its potential use in two high-value molecular tests for colorectal cancer. In 2008, after completing the development of one of the GCC diagnostic applications, the Company launched its Previstage™ GCC Colorectal Cancer Staging Test from its CLIA-certified laboratory in West Chester, PA.

On August 16, 2007, DiagnoCure announced it had acquired Catalyst Oncology, Inc. of Worcester, MA, and its lead proprietary prognostic tests for breast, colon and potentially other cancers. The terms of the agreement provided for an upfront payment of approximately US\$3 million comprised of cash and DiagnoCure shares, followed by potential future payments related to the achievement of specific milestones.

## **2010 First Six Months Highlights**

In January 2010, at the Gastrointestinal Cancers Symposium of the American Society of Clinical Oncology (ASCO GI), DiagnoCure presented the results of a new study on the GCC marker used in its Previstage™ GCC Colorectal Cancer Staging Test. The study demonstrated that patients who had at least one GCC positive lymph node were two times more likely to experience disease recurrence than patients who had no GCC positive lymph nodes. This study, which included 123 patients was also published in May 2010 in the Journal of Clinical Pathology.

On February 15, 2010, the Company announced some changes aimed at optimizing its enterprise's structure. Henceforth, the Company will be managed according to two separate reporting entities, that is the Quebec operations comprised of the head office and R&D activities, and the West Chester, PA, service laboratory operations focused on the commercialization of molecular cancer tests, in particular DiagnoCure's Previstage™ GCC Colorectal Cancer Staging Test.

This realignment, coupled with a selective reduction in personnel that maintained all of the Company's core competencies, is expected to allow DiagnoCure to preserve all the liquidity necessary to support its operations until the sales of Previstage™ GCC ramp up and the PCA3 test is approved for sale in the U.S. This approval is now anticipated to occur in 2011, following the expected 2010 submission of a Premarket Approval application (PMA) by DiagnoCure's partner, Gen-Probe, to the U.S. Food and Drug Administration.

In early March 2010, PCA3's clinical utility was confirmed in two large worldwide studies, conducted on a subset of about 2,400 patients from GlaxoSmithKline's REDUCE trial of dutasteride. The studies were presented at the American Society of Clinical Oncology's Genitourinary Cancers Symposium (ASCO GU) in San Francisco. The results demonstrated that PCA3 can help determine whether men suspected of having prostate cancer should undergo a repeat biopsy and can predict the risk of having an aggressive cancer.

In April 2010, PCA3 was the topic of over 13 presentations at the 2010 European Association of Urology (EAU) meeting, the world largest urology event, held in Barcelona, Spain, with 14,000 registrants. PCA3 was discussed by prominent researchers who presented reviews and data on the clinical utility of the test in the management of prostate cancer. In particular, Pr. Alexandre de la Taille from the urology service of Henri Mondor hospital, Creteil, France, presented the results of a new European study of 516 men. The study suggested that PCA3 could be useful for predicting the outcome of an initial prostate biopsy, thereby reducing prostate biopsies by 40%, while missing only 5% of the high grade cancers on the initial diagnosis.

More recently, at the meeting of the American Urology Association, PCA3 was also featured in 12 presentations. In particular, a multi-practice American study on about 1,900 men concluded that PCA3 can predict the outcome of the first biopsy better than the traditional PSA test. In the study, men with a PCA3 score over 35 had an 80% risk of having prostate cancer.

### ***Changes to the leadership of the Company***

Dr. Yves Fradet, co-founder of DiagnoCure, became Chairman of the Board on January 14, 2010 and President of DiagnoCure on February 15, 2010. He replaced Mr. Alain Rhéaume and Mr. John Schafer, who were respectively chairman and CEO of the Company. Since Dr. Fradet is not an independent board member, Mr. Paul Gobeil was appointed Lead Director of DiagnoCure's Board.

Pursuant to the enterprise reorganization, which resulted in the preservation of liquidities and alleviated the need for short-term financing, Mr. Jean-François Bureau, DiagnoCure's Chief Financial Officer, has decided to engage in other career opportunities. He left his position at the end of March 2010. Mr. Frédéric Boivin, Senior Director, Finance and Administration, who has been with the Company for the past nine years, acts as CFO in the interim.

Also, as part of the realignment of activities, on February 15, 2010 Mrs. Paule De Blois was appointed Senior Vice President, Operations of DiagnoCure, Inc. Mrs. De Blois has been with the Company for the past five years, most recently as Vice President of Corporate Affairs.

With regard to its service laboratory operations, DiagnoCure appointed in April 2010 Mrs. Valerie Palmieri as President of DiagnoCure Oncology Laboratories. Mrs. Palmieri brings to DiagnoCure more than 25 years of experience in the laboratory industry, including executive positions at DIANON Systems and Laboratory Corporation of America, responsible for laboratory services, business strategic planning, cost management, quality, customer retention and operations management. Since her appointment, Mrs. Palmieri has initiated a review of the Company's laboratory business model, and put together a new advisory group of key opinion leaders in the field of colorectal cancer. Under her leadership, it is expected that DiagnoCure Oncology Laboratories will grow into a profitable colorectal cancer management laboratory, centered around the Company's Previstage™ GCC Colorectal Cancer Staging Test.

## **Operating Results**

### **For the Three-Month Period Ended April 30, 2010**

Total revenues for the second quarter of 2010 were \$344,093 compared with \$467,152 for the second quarter of 2009. In the second quarter of 2010, royalty revenues amounted to \$154,967 compared with \$164,285 for the corresponding period of 2009. Royalty revenues from Gen-Probe increased by \$9,860, from \$145,107 to \$154,967 for the second quarter of 2010. Without the effect of the exchange rate variation, royalty revenues from Gen-Probe would have increased by 25% from US\$122,226 for the second quarter of 2009 to US\$153,190 for the same quarter of 2010. This increase is mostly attributable to the sales of PROGENSA® PCA3 in Europe by Gen-Probe. Also in the second quarter of 2009 DiagnoCure recorded royalties of \$19,178 from Scimedx, related to ImmunoCyt™ / uCyt+™. In the second quarter of 2009, DiagnoCure sold clinical samples to Gen-Probe, in support of their prostate cancer testing R&D, for an amount of \$28,405 but did not sell any in the second quarter of 2010. As part of the amended agreement signed with Gen-Probe on April 29, 2009, DiagnoCure recorded a portion of the

annual payment that is \$131,088, for the second quarter of 2010 compared with \$148,400 for the second quarter of 2009. This decrease of \$17,312 is only attributable to a difference in the exchange rate. Also during the quarter ended April 30, 2010, DiagnoCure received reimbursement for its Previstage™ GCC Colorectal Cancer Staging Test for an amount of \$16,846.

Interest income decreased by \$82,711, to \$41,192 for the second quarter of 2010 compared with \$123,903 for the second quarter of 2009. The decrease is attributable to DiagnoCure's use of fund to finance its operating activities and the lower interest rates on its investments.

Cost of sales decreased by \$4,346, from \$16,422 for the second quarter of 2009 to \$12,076 for the same quarter of 2010. This decrease is related to the end of samples sales to Gen-Probe. The cost of sales for this quarter represents the cost related to the Previstage™ GCC Colorectal Cancer Staging Test reimbursed.

Operating expenses decreased by \$564,627, from \$3,101,476 for the second quarter of 2009 to \$2,536,849 for the second quarter of 2010. This decrease reflects the impact of the enterprise structure optimization announced in February. Total operating expenses decreased primarily as a result of the following:

- ▶ Research and development expenses, net of investment tax credits, decreased by \$116,821, from \$1,192,616 for the second quarter of 2009 to \$ 1,075,795 for the same quarter of 2010. The decrease in research and development expenses is attributable to the completion of the development of the Previstage™ GCC Colorectal Cancer Staging Test.
- ▶ Selling and business development expenses decreased by \$256,944, from \$603,992 for the second quarter of 2009 to \$347,048 for the same quarter of 2010. This decrease is attributable to a reduction of professional fees and salaries following the enterprise structure optimization announced in February 2010.
- ▶ General and administrative expenses decreased by \$210,711, from \$699,651 for the second quarter of 2009 to \$488,940 for the same quarter of 2010. This decrease is attributable to salaries reduction following the enterprise structure optimization announced in February 2010.
- ▶ Stock-based compensation expenses, a non-cash charge, decreased by \$43,558 from \$160,091 for 2009 to \$116,533 for the same period of 2010. This decrease is attributable to the lower value of the options granted during the period. The decrease also reflects the end of the charges recognition associated to previously granted options.
- ▶ Loss on foreign exchange increased by \$104,769 from a gain of \$7,299 in the second quarter of 2009 to a loss of \$97,470 in the corresponding quarter of 2010. This increase is attributable to the conversion in C\$ of the cash and investments the Company held in US\$ at the end of the quarter. The Company maintains cash and investments in U.S. dollars in order to finance its U.S. activities.

Based on the above, for the second quarter of 2010, DiagnoCure recorded a net loss of \$2,204,832 or \$0.05 per share, compared with \$2,622,237 or \$0.06 per share, for the same period of 2009. These results reflect activities undertaken during this quarter and on-going commitment to develop high-value diagnostic tests for the detection and management of cancer. These results also reflect the enterprise structure optimization announced on February

15, 2010, to ensure that it has sufficient cash resources to fund its research and development activities and to maintain its ongoing operations.

### Second Quarter Results for the Three-Month Periods Ended April 30 (Unaudited)

	2010	2009	2008
	\$	\$	\$
Sales	16,846	30,564	134,550
Revenue under research and license agreement	286,055	312,685	46,591
Interest	41,192	123,903	334,968
Total revenues	344,093	467,152	516,109
Cost of sales	12,076	16,422	86,750
Gross margin	332,017	450,730	429,359
Operating expenses (before stock-based compensation)	2,420,316	2,941,385	3,482,329
Net loss (before stock-based compensation)	(2,088,299)	(2,490,655)	(3,052,970)
Stock-based compensation	116,533	160,091	319,404
Net loss before income taxes	(2,204,832)	(2,650,746)	(3,372,374)
Future income taxes	—	28,509	—
Net loss	(2,204,832)	(2,622,237)	(3,372,374)
Basic and diluted loss per share	(0.05)	(0.06)	(0.08)
Weighted average number of common shares outstanding	42,965,148	42,799,475	41,771,308

This unaudited selected financial data has been prepared in accordance with Canadian generally accepted accounting principles.

### For the Six-Month Period Ended April 30, 2010

Total revenues for the six-month period ended April 30, 2010 were \$706,494 compared with \$867,275 for the same period of 2009. In the first six months of 2010, royalty revenues amounted to \$316,888 compared with \$320,062 for the corresponding period of 2009. Royalty revenues from Gen-Probe increased by \$30,104, from \$277,418 to \$307,522 for the first six months of 2010. Without taking into account of the effect of the exchange rate variation, royalty revenues from Gen-Probe have increased by 47%, from US\$201,715 for the first six-month of 2009 to US\$296,634 for the same period of 2010. This increase is mostly attributable to the sales of PROGENSA® PCA3 in Europe by Gen-Probe. Also in the first six months of 2010, DiagnoCure recorded royalties of \$8,866 from Scimedex, related to ImmunoCyt™ / uCyt+™, compared to \$42,644 for the first six-month of 2009. Direct sales of ImmunoCyt™ / uCyt+™ by DiagnoCure were \$44,827 for the first six months of 2009. These 2009 ImmunoCyt™ / uCyt+™ sales represent the last direct sales as Scimedex is now taking the lead and paying royalties to DiagnoCure. For the first six-month of 2009 DiagnoCure had sold clinical samples to Gen-Probe in support of their prostate cancer testing R&D for an amount of \$56,099. There was no sale of clinical samples to Gen-Probe in the first six-month of 2010 since DiagnoCure sold the last clinical samples to Gen-Probe in the second quarter of 2009. Pursuant to the amendment agreement signed with Gen-Probe on April 29, 2009, DiagnoCure recorded a portion of the annual payment that is \$277,464 for the first six months of 2010 compared with \$148,400 for the same period of 2009. Also, during the first six-month period ending April 30, 2010, DiagnoCure received reimbursement for its Previstage™ GCC Colorectal Cancer Staging Test for an amount of \$20,509 compared with \$2,160 for the same period of 2009.

Interest income decreased by \$203,594, to \$92,133 for the first six months of 2010 compared with \$295,727 for the same period of 2009. The decrease is attributable to DiagnoCure's use of fund to finance the operating activities and to the lower interest rates on its investments.

Cost of sales decreased by \$15,644, from \$29,254 for the first six months of 2009 to \$13,610 for the same period of 2010. This decrease is related to the end of direct ImmunoCyt™ / uCyt+™ sales by DiagnoCure and to the end of samples sales to Gen-Probe during the second quarter of 2009 as stated above. The cost of sales for this period represents the cost related to the Previstage™ GCC Colorectal Cancer Staging Test reimbursed.

Operating expenses decreased by \$242,380 from \$6,960,185 for the first six months of 2009 to \$6,717,805 for the same period of 2010. This decrease reflects the impact of the enterprise structure optimization announced in February 2010. Total operating expenses decreased primarily as a result of the following:

- ▶ Research and development expenses, net of investment tax credits, decreased by \$170,989, from \$2,618,364 for the first six-month of 2009 to \$2,447,375 for the same period of 2010. The decrease in research and development expenses is attributable to the completion of the development of the Previstage™ GCC Colorectal Cancer Staging Test.
- ▶ Selling and business development expenses decreased by \$510,740, from \$1,636,260 for the first six-month of 2009 to \$1,125,520 for the same period of 2010. This decrease is attributable to a reduction of professional fees and salaries following the enterprise structure optimization announced in February 2010.
- ▶ General and administrative expenses decreased by \$289,882, from \$1,495,031 for the first six-month of 2009 to \$1,205,149 for the same period of 2010. This decrease is attributable to salaries reduction following the enterprise structure optimization announced in February 2010.
- ▶ Restructuring charges for the first six-month of 2010 were \$716,028 attributable to changes to the enterprise structure to optimize its growth potential. Henceforth, the Company is now comprised of two business segments: (1) administrative headquarters and R&D activities in Quebec City, and (2) DiagnoCure Oncology Laboratories (DOL), DiagnoCure's U.S. wholly-owned sales, marketing and service laboratory operations. This realignment of operations has also resulted in a reduction of personnel in all functional areas.
- ▶ Stock-based compensation expenses, a non-cash charge, decreased by \$134,606 from \$350,133 for the first six-month of 2009 to \$215,527 for the same period of 2010. This decrease is attributable to the lower value of the options granted during the period. The decrease also reflects the end of the charges recognition associated to previously granted options.
- ▶ Loss on foreign exchange increased by \$207,506 from a gain of \$44,887 in the first six-month of 2009 to a loss of \$162,619 in the corresponding period of 2010. This increase is attributable to the conversion in C\$ of the cash and investments the Company held in US\$ at the end of the period. The Company maintains cash and investments in U.S. dollars in order to finance its U.S. activities.

Based on the above, for the first six months of 2010, DiagnoCure recorded a net loss of \$6,024,921 or \$0.14 per share, compared with \$6,062,892 or \$0.14 per share, for the same

period of 2009. These results reflect activities undertaken during this quarter and on-going commitment to develop high-value diagnostic tests for the detection and management of cancer. These results also reflect the enterprise structure optimization announced on February 15, 2010, to ensure that it has sufficient cash resources to fund its research and development activities and to maintain its ongoing operations. At the end of the period, cash, short-term and long-term investments stood at \$9,682,540, down from \$14,554,889 as of October 31, 2009. This decrease of \$4,872,349 is due to the use of liquidity to finance the operating activities of the six-month period ended on April 30, 2010. Following the reorganization of its enterprise structure announced on February 15, 2010, Management is satisfied that it has adequate cash resources to finance the Company's activities, and will monitor its cash levels.

### Results for the Six-Month Periods Ended April 30 (Unaudited)

	2010	2009	2008
	\$	\$	\$
Sales	20,509	103,086	249,788
Revenue under research and license agreement	593,852	468,462	87,378
Interest	92,133	295,727	670,398
Total revenues	706,494	867,275	1,007,564
Cost of sales	13,610	29,254	156,540
Gross margin	692,884	838,021	851,024
Operating expenses (before stock-based compensation and restructuring charges)	5,786,250	6,610,052	6,300,009
Net loss (before stock-based compensation and restructuring charges)	(5,093,366)	(5,772,031)	(5,448,985)
Restructuring charges	716,028	—	—
Stock-based compensation	215,527	350,133	608,698
Net loss before income taxes	(6,024,921)	(6,122,164)	(6,057,683)
Future income taxes	—	59,272	—
Net loss	(6,024,921)	(6,062,892)	(6,057,683)
Basic and diluted loss per share	(0.14)	(0.14)	(0.14)
Weighted average number of common shares outstanding	42,961,248	42,797,799	41,745,438

This unaudited selected financial data has been prepared in accordance with Canadian generally accepted accounting principles.

### Total Assets and Shareholders' Equity

Total assets amounted to \$20,295,730 as of April 30, 2010, compared with \$27,781,898 as of April 30, 2009. The book value per Common Share was \$0.40 as of April 30, 2010, compared with \$0.54 per Common Share as of October 31, 2009.

## Balance Sheet (Unaudited)

As of April 30

	2010	2009	2008
	\$	\$	\$
Total assets	<b>20,295,730</b>	27,781,898	40,255,392
Shareholders' equity	<b>17,426,433</b>	23,930,789	34,897,252
Number of common shares outstanding	<b>42,976,140</b>	42,799,475	41,831,297

## Cash Position and Financing Sources

Cash flows required from operating activities during the second quarter of 2010 amounted to \$3,054,044 compared with \$2,492,853 required in the second quarter of 2009. This increase of \$561,191 is mostly due to the payment related to the restructuring charges reported in the first quarter. Investment activities generated cash flows of \$1,646,552 for the second quarter of 2010 compared with \$1,286,482 for the second quarter of 2009. During the second quarter of 2010, acquisition of tangible and intangible capital assets amounted to \$4,950 compared with \$17,265 for the same period of 2009. Financing activities, primarily from the issuance of common shares relative to the exercising of options by employees in the second quarter of 2010, generated cash flows of \$11,582.

## Cash Flows for the second Quarters (Unaudited)

	2010	2009	2008
	\$	\$	\$
Cash flows related to operating activities	<b>(3,054,044)</b>	(2,492,853)	(2,651,926)
Cash flows related to investing activities	<b>1,646,552</b>	1,286,482	1,316,363
Cash flows related to financing activities	<b>11,582</b>	—	152,382

Cash flows required from operating activities during the first six-month of 2010 amounted to \$5,050,762 compared with \$6,011,292 required in the first six-month of 2009. This decrease of \$960,530 is mostly due to the decrease in the prepaid expenses, mostly related to the Gen-Probe agreement signed on April 29, 2009 and the decrease in account receivable mostly related to the Gen-Probe annual payment. Investment activities generated cash flows of \$3,912,673 for the first six-month of 2010 compared with \$6,901,844 for the same period of 2009. During the first six-month of 2010, acquisition of tangible and intangible capital assets amounted to \$50,176 compared with \$39,284 for the same period of 2009. This increase is mostly attributable to acquisition of intangible as the Company continues to maintain its intellectual property portfolio up to date. Financing activities, primarily from the issuance of common shares relative to the exercising of options by employees in the first six-month of 2010, generated cash flows of \$11,582 compared with \$3,700 in the same period of 2009.

DiagnoCure will continue to invest its cash reserve in liquid, high-grade investments, guaranteed by the government. The financial crisis has had no impact on the Company's investments in the first six months of 2010, except that the decrease in interest rates has resulted in lower revenues for the Company. Furthermore, in the coming months, the same impact on the interest revenue that will be generated by these investments could be observed as a result of the decrease in the key interest rate of the Bank of Canada in 2009.

DiagnoCure's funding needs may vary depending on a number of factors. The Company's funding requirements for the next years will depend on its ability to generate revenues from sales and royalties, and to conclude strategic alliances and development partnerships, as well as on the progress resulting from these agreements.

### Cash Flows for the Six-Month Period Ended April 30 (Unaudited)

	2010	2009	2008
	\$	\$	\$
Cash flows related to operating activities	<b>(5,050,762)</b>	(6,011,292)	(4,886,299)
Cash flows related to investing activities	<b>3,912,673</b>	6,901,844	6,938,761
Cash flows related to financing activities	<b>11,582</b>	3,700	154,766

### Issued and Outstanding Share Capital

As of June 4, 2010, the Company had 42,976,140 common shares issued and outstanding, 4,900,000 Series A Convertible Preferred Shares and 2,185,541 stock options granting the right to acquire an equal amount of common shares.

### Off-Balance Sheet Arrangements and other commitments

During the year ended October 31, 2007, the Company entered into licence agreements with third parties regarding certain intellectual property rights. Those agreements are for an initial term of 10 years. The Company agreed to pay royalties on all products sold derived from the underlying technologies and milestone payments after achievement of the respective milestones, if applicable. The royalties that the Company might have to pay represent 5% to 10% of net sales and 20% of sublicense revenues. The total of the milestone payments that may have to be paid by the company over the next years is \$2,125,000.

The Company periodically enters into research agreements or strategic alliances with third parties that include indemnification provisions that are customary in the industry. These guarantees generally require the Company to compensate the other party for certain damages arising from these transactions. In some cases, the maximum potential amount of future payments that could be required under these indemnification provisions is not limited. These indemnification provisions generally survive termination of the underlying agreement. The nature of the intellectual property indemnification obligations prevents the Company from making a reasonable estimate of the maximum potential amount it could be required to pay. Historically, the Company has not made any indemnification payments under such agreements and no amount has been accrued in these consolidated financial statements with respect to these indemnification obligations.

As at April 30, 2010, DiagnoCure had not entered into any off-balance sheet arrangement except for premises rental contracts described in the "Contractual Obligations" section of the present report.

## Use of Proceeds from July 2004 Financing

In July 2004, the Company raised, by way of short form prospectus, net proceeds of \$22,332,108 from the issuance of 5 million common shares, at \$4.75 per share. At that time, estimates were made as to the use of these proceeds. As at April 30, 2010, approximately \$21.60 million of funds from the July 2004 public offering have been spent on specific projects and for general corporate purposes listed in the table below. Since cash flows of the Company are derived from numerous sources, in order to determine how the proceeds of the public offering are spent and allocated, certain assumptions were required. Those assumptions are as follows:

- ▶ Day-to-day administrative and operating expenses for the Company are funded from the licence payments that DiagnoCure receives from Gen-Probe, interest income and gross margin realized on our sales.
- ▶ Additional funds over those required to fund items above are taken from the proceeds of the July 2004 public offering.

Based on these assumptions, a summary of the “Use of proceeds” from the July 2004 public offering is the following:

Description of “Use of Proceeds”	Estimated total use of proceeds as disclosed at time of July 2004 public offering	Amount spent as at April 30, 2010	Amount spent for the six-month period ended April 30, 2010
Improve the uPM3 <sup>TM</sup> prostate cancer test, develop complementary applications and examine the therapeutic potential of the PCA3	\$4.00 million	\$3.90 million	—
Support the commercialization and expand the automation of ImmunoCyt+ <sup>TM</sup> / uCyt+ <sup>TM</sup> bladder cancer test	\$2.50 million	\$2.60 million	—
Advance the development of lung cancer and kidney cancer tests and initiate the development of other cancer tests	\$10.50 million	\$9.50 million	\$1.35 million
Acquire complementary technologies and uses for other general corporate purposes	\$5.33 million	\$5.60 million	\$1.00 million

With this financing, the Company has completed the uPM3<sup>TM</sup> prostate cancer test and has continued the advancement of other cancer tests. In 2006, the Company elected to cease its activities with respect to the automation of ImmunoCyt+<sup>TM</sup> / uCyt+<sup>TM</sup> and in 2008 has completed a divestment agreement with Scimedx. The Company is now receiving royalties on the ImmunoCyt+<sup>TM</sup> / uCyt+<sup>TM</sup> product sales realized by Scimedx.

## Use of Proceeds from April 2007 Financing

In April 2007, the Company raised, by way of short form prospectus, net proceeds of \$23,353,098 from the issuance of 5.80 million common shares, at \$4.30 per share. At that time, estimates were made as to the use of these proceeds. As at April 30, 2010, approximately \$23.40 million of funds from the April 2007 public offering have been spent on acquiring or in-licensing additional cancer biomarkers and for product development purposes, as described:

Description of "Use of Proceeds"	Amount spent as at April 30, 2010
Acquire and integrate or partner with one or more reference laboratories	\$4.90 million
Expand the product portfolio	\$3.90 million
Acquire or in-license additional cancer biomarkers and for product development purposes.	\$14.60 million

## Use of Estimates

In preparing its consolidated financial statements, Management is required to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Actual results could differ from those estimates. In Management's opinion, the consolidated financial statements have been prepared using careful judgment within the framework of the accounting policies described in Note 2 of the accompanying notes to the consolidated financial statements. The Company periodically evaluates its estimates and assumptions based on its past experience and other pertaining factors. The following paragraphs give details on the use of estimates and hypotheses used.

## Investment Tax Credits

The Company incurred research and development expenses, which are eligible for investment tax credits. These credits treated as a reduction to research and development expenses, amounted to \$223,184 for the first six months of 2010 compared with \$244,012 for the same period in 2009 and are based on Management's estimates of amounts to be recovered. While these amounts are subject to review by tax authorities, Management believes that its estimate of these amounts is reasonable.

## Impairment of Long-Term Assets

Long-lived assets and certain identifiable intangibles and intellectual properties are regularly reviewed for impairment by Management whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Impairment is assessed by comparing the carrying amount of an asset with its expected future net undiscounted cash flows from use together with its residual value (net recoverable value). If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the fair value.

## Stock-Based Compensation Plan

The Company determines the fair value of direct awards of stock options made to its employees and directors. The fair value of these options is estimated at the date of grant using the Black-Scholes option pricing model with assumptions for the risk-free interest rates, dividend yields, expected volatility of the market price of the Company's common shares and the expected life of the options.

## Derivatives

DiagnoCure is not party to hedging arrangements with regard to foreign exchange risk or any other similar risks.

## Contractual Obligations

The Company has incurred contract agreements for the rental of premises for the following amounts:

	Required Payments			
Contractual obligations	Total	Year 1	Years 2 and 3	Years 4 and 5
Lease agreements	\$1,520,264	\$514,072	\$503,096	\$503,096

DiagnoCure currently leases 32,808 sq. ft., in a building where its head office and research and development laboratories are located under a lease expiring in 2011. The annual payment for the coming year under this lease agreement amounts to \$273,406.

On December 5, 2007, DiagnoCure signed a lease for 11,329 sq. ft., in a building where its U.S. clinical laboratory activities are located, under a lease expiring in 2015. The annual payment for the coming year under this lease agreement amounts to \$240,666.

During the year ended October 31, 2007, the Company entered into license agreements with third parties regarding certain intellectual property rights. Those agreements were for an initial term of 10 years. The Company agreed to pay royalties on all products sold derived from the underlying technologies and milestone payments after achievement of the respective milestones, if applicable.

## Recent Accounting Pronouncements

### International financial reporting standards

On February 13, 2008, the Accounting Standards Board confirmed the date of the changeover from GAAP to International Financial Reporting Standards (IFRS). Canadian publicly accountable enterprises must adopt IFRS for the interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. The Company's IFRS changeover date will be November 1, 2011.

The Company plans to setup a project structure to achieve the changeover of its consolidated financial statements to IFRS in fiscal 2010. The Company will analyze, recommend accounting policy choices and implements each IFRS standards. The Board of Directors, under the recommendation of the Audit and Risk Management Committee will approve accounting policy choices and make sure that information technology, internal control, contractual and any other adjustments are made.

The Company developed a work plan which phases are outlined in the following tables, with actions, timelines and progress.

### Phase 1: Preliminary study and diagnostic

Actions	<ol style="list-style-type: none"> <li>1. Identification of the IFRS standards that will require changes with regard to measurement in the consolidated financial statements and disclosure.</li> <li>2. Rank of standards based on their anticipated impact on the Company's consolidated financial statements and the effort their implementation will require.</li> </ol>
Timeline	End of 2010 fiscal year.
Progress	Not yet started.

### Phase 2: Standards analysis

Actions	<ol style="list-style-type: none"> <li>1. Analysis of the differences between GAAP and IFRS.</li> <li>2. Selection of the accounting policies that the Company will apply on an ongoing basis.</li> <li>3. Company's selection of IFRS 1 exemptions at the date of transition. Calculation of the quantitative impact on the consolidated financial statements. Disclosure analysis.</li> <li>4. Preparation of draft consolidated financial statements and notes. Identification of collateral impact in the following areas: <ul style="list-style-type: none"> <li>▶ Information technology</li> <li>▶ Internal control over financial reporting</li> <li>▶ Disclosure controls and procedures</li> <li>▶ Contracts</li> <li>▶ Compensation</li> <li>▶ Taxation</li> <li>▶ Training</li> </ul> </li> </ol>
Timeline	End of 2011 fiscal year.
Progress	Not yet started.

### Phase 3: Implementation

Actions	<ol style="list-style-type: none"> <li>1. Preparation of the opening balance sheet at the date of transition.</li> <li>2. Compilation of the comparative financial data.</li> <li>3. Production of the interim consolidated financial statements and the associated disclosure.</li> <li>4. Production of the annual consolidated financial statements and the associated disclosure.</li> <li>5. Implementation of changes regarding collateral impact.</li> </ol>
Timeline	<ul style="list-style-type: none"> <li>▶ At the end of fiscal 2011, opening balance sheet, comparative financial data under IFRS and changes regarding collateral impacts will be completed.</li> <li>▶ In fiscal 2012, the Company will produce interim and annual consolidated financial statements and disclosure in accordance with IFRS.</li> </ul>
Progress	Not yet started.

Throughout the IFRS transition project, the Company will provide update reports on the work plan. The Company will also explain the main differences between the existing accounting policies and those that will be implemented under IFRS (both narrative and quantitative information), as well as the selection of IFRS 1 exemptions available at the date of transition.

### **Procedures and Controls Regarding Disclosure**

The President and Chief Medical Officer, and the Senior Director Finance and Administration of the Company are responsible for the implementation and maintenance of disclosure controls and procedures and of the internal control over financial reporting, as provided for in Regulation 52-109 issued by the Canadian Securities Administrators. They are assisted in this task by the Disclosure Committee, which is comprised of members of the Company's senior management.

An evaluation was completed under their supervision in order to measure the effectiveness of the controls and procedures and of the internal control over financial reporting, relating to the preparation of disclosure documentation, including this Management's Discussion and Analysis and this quarterly report. Based upon this evaluation, the President and Chief Medical Officer, and the Senior Director, Finance and Administration of the Company concluded that disclosure controls and procedures and the internal control over financial reporting were effective as at the end of the quarter ended April 30, 2010. More specifically the design of these controls and procedures provides reasonable assurance that important information relating to the Company, including its consolidated subsidiaries, is communicated to them in a timely manner for the preparation of this disclosure documentation.

Furthermore, the design of the internal control over financial reporting provides reasonable assurance that the Company's financial information is reliable and that its financial statements are prepared for external purposes in accordance with Canadian GAAP.

### **Risk Factors**

The Company's activities are subject to some risk factors that generally affect biotechnology companies. The profitability of the Company will depend on its ability to successfully develop its products and technologies, to preserve its intellectual property rights, to maintain its highly qualified personnel, to conclude strategic alliances, research and development partnerships, strategic out-licensing agreements, to obtain satisfactory results as regards clinical studies and to obtain regulatory approvals required to commercialize its products. These activities require important financial investments. Therefore, the Company's ability to obtain necessary liquidities to finance its activities is essential to ensure future success and is as such a risk factor. The reader is referred to the applicable general risk and uncertainties described in DiagnoCure's most recent Annual Information Form under the heading "Risk Factors".

### **Cautionary Statement**

Management's comments and analysis are intended to facilitate understanding of the unaudited consolidated financial statements and accompanying notes and should therefore be read in conjunction with that information. The comments and analysis may include objectives, projections, estimates, expectations and forecasts of the Company or Management that are forward-looking. By their very nature, forward-looking statements are based on expectations and hypothesis and also involve risks and uncertainties, known and unknown, many of which are beyond DiagnoCure's control. As a result, readers are cautioned not to place undue reliance on these forward-looking statements. The forward-looking statements regarding the outcome of

research and development projects and future revenues are based on Management's expectations and there was, to the knowledge of Management, no event or circumstance in the second quarter of 2010 likely to cause actual results to differ materially from these forward looking-statements. 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.

Further information about DiagnoCure may be obtained on the Company's web site at [www.diagnocure.com](http://www.diagnocure.com). Additional information, including the Company's Annual Information Form, is available on SEDAR at [www.sedar.com](http://www.sedar.com).

Québec, Canada

June 4, 2010

(signed)  
**Yves Fradet**  
President and  
Chief Medical Officer

(signed)  
**Frédéric Boivin**  
Senior Director  
Finance and Administration

## **Notice of Disclosure of Non-Auditor Review of Interim Financial Statements for the Six-Months Ended April 30, 2010 and 2009**

Pursuant to National Instrument 51-102, Part 4, subsection 4.3(3)(a) issued by the Canadian Securities Administrators, if an auditor has not performed a review of the interim financial statements, the interim financial statements must be accompanied by a notice indicating that they have not been reviewed by the auditor.

The accompanying unaudited interim consolidated financial statements of the Company for the interim periods ended April 30, 2010 and 2009, have been prepared in accordance with Canadian generally accepted accounting principles and are the responsibility of the company's management.

The Company's independent auditors, Ernst & Young LLP, have not performed a review of these interim financial statements in accordance with the standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

Dated this 4<sup>th</sup> day of June 2010

## Consolidated Statements of Operations and Comprehensive Loss (Unaudited)

For the periods ended April 30

	Three-month periods		Six-month periods	
	2010	2009	2010	2009
	\$	\$	\$	\$
<b>Revenues</b>				
Sales	16,846	30,564	20,509	103,086
Cost of sales	(12,076)	(16,422)	(13,610)	(29,254)
	4,770	14,142	6,899	73,832
Revenue under research and license agreement	286,055	312,685	593,852	468,462
Interest	41,192	123,903	92,133	295,727
	332,017	450,730	692,884	838,021
<b>Operating expenses</b>				
Research and development expenses	1,145,581	1,294,207	2,670,559	2,862,376
Investment tax credits	(69,786)	(101,591)	(223,184)	(244,012)
	1,075,795	1,192,616	2,447,375	2,618,364
Selling and business development expenses	347,048	603,992	1,125,520	1,636,260
General and administrative expenses	488,940	699,651	1,205,149	1,495,031
Restructuring charges <i>(note 4)</i>	—	—	716,028	—
Stock-based compensation	116,533	160,091	215,527	350,133
Depreciation of property, plant and equipment	110,173	147,487	241,385	296,937
Amortization of intangibles	298,162	297,447	596,194	594,628
Loss (gain) on foreign exchange	97,470	(7,299)	162,619	(44,887)
Financial expenses	2,728	7,491	8,008	13,719
	2,536,849	3,101,476	6,717,805	6,960,185
Loss before income taxes	(2,204,832)	(2,650,746)	(6,024,921)	(6,122,164)
Future income taxes	—	28,509	—	59,272
<b>Net loss and comprehensive loss</b>	<b>(2,204,832)</b>	<b>(2,622,237)</b>	<b>(6,024,921)</b>	<b>(6,062,892)</b>
<b>Basic and diluted net loss per share</b>	<b>(0.05)</b>	<b>(0.06)</b>	<b>(0.14)</b>	<b>(0.14)</b>
<b>Weighted average number of common shares outstanding</b>	<b>42,965,148</b>	<b>42,799,475</b>	<b>42,961,248</b>	<b>42,797,799</b>

See accompanying notes

## Consolidated Statements of Deficit

(Unaudited)

For the six-month periods ended April 30

	2010	2009
	\$	\$
<b>Deficit, beginning of period</b>	<b>(82,250,669)</b>	(69,315,440)
Net loss	<b>(6,024,921)</b>	(6,062,892)
<b>Deficit, end of period</b>	<b>(88,275,590)</b>	(75,378,332)

# Consolidated Statements of Cash Flows

(Unaudited)

For the periods ended April 30

	Three-month periods		Six-month periods	
	2010	2009	2010	2009
	\$	\$	\$	\$
<b>OPERATING ACTIVITIES</b>				
Net loss	(2,204,832)	(2,622,237)	(6,024,921)	(6,062,892)
Adjustment for:				
Stock-based compensation	116,533	160,091	215,527	350,133
Depreciation and amortization	408,335	444,934	837,579	891,565
Foreign exchange gain	(26,478)	—	(217,007)	—
Future income taxes	—	(28,509)	—	(59,272)
	(1,706,442)	(2,045,721)	(5,188,822)	(4,880,466)
Net change in non-cash working capital items	(1,347,602)	(447,132)	138,060	(1,130,826)
<b>Cash flows related to operating activities</b>	<b>(3,054,044)</b>	<b>(2,492,853)</b>	<b>(5,050,762)</b>	<b>(6,011,292)</b>
<b>INVESTING ACTIVITIES</b>				
Change in temporary investments	1,651,502	1,333,959	3,138,937	2,009,361
Change in long-term investments	—	(30,212)	823,912	4,931,767
Acquisition of property, plant and equipment	(397)	(13,037)	(39,692)	(24,453)
Acquisition of intangibles	(4,553)	(4,228)	(10,484)	(14,831)
<b>Cash flows related to investing activities</b>	<b>1,646,552</b>	<b>1,286,482</b>	<b>3,912,673</b>	<b>6,901,844</b>
<b>FINANCING ACTIVITIES</b>				
Issue of common shares (note 5)	11,582	—	11,582	3,700
<b>Cash flows related to financing activities</b>	<b>11,582</b>	<b>—</b>	<b>11,582</b>	<b>3,700</b>
<b>Effect of exchange rate on cash and cash equivalents</b>	<b>26,478</b>	<b>—</b>	<b>217,007</b>	<b>—</b>
Net increase (decrease) in cash and cash equivalents for the period	(1,369,432)	(1,206,371)	(909,500)	894,252
Cash and cash equivalents, beginning of period	5,272,049	2,997,050	4,812,117	896,427
<b>Cash and cash equivalents, end of period</b>	<b>3,902,617</b>	<b>1,790,679</b>	<b>3,902,617</b>	<b>1,790,679</b>

See accompanying notes

## Consolidated Balance Sheets

	(Unaudited) April 30, 2010	October 31, 2009
	\$	\$
<b>ASSETS</b>		
<b>Current assets</b>		
Cash and cash equivalents	3,902,617	4,812,117
Temporary investments	5,779,923	8,918,860
Accounts receivable	221,244	235,333
Investment tax credits receivable	581,798	906,170
Prepaid expenses	240,377	296,690
	<b>10,725,959</b>	<b>15,169,170</b>
<b>Long-term investments</b>	<b>—</b>	<b>823,912</b>
<b>Property, plant and equipment</b>	<b>798,183</b>	<b>999,876</b>
<b>Intangibles</b>	<b>8,771,588</b>	<b>9,357,298</b>
	<b>20,295,730</b>	<b>26,350,256</b>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
<b>Current liabilities</b>		
Accounts payable and accrued liabilities	1,461,107	1,965,316
Deferred revenues	393,261	145,766
Future income tax liabilities	1,014,929	1,014,929
<b>Shareholders' equity</b>		
Capital stock (note 5)		
Common shares	92,036,202	92,015,103
Preferred shares	5,857,000	5,857,000
Contributed surplus (note 5)	7,808,821	7,602,811
Deficit	(88,275,590)	(82,250,669)
	<b>17,426,433</b>	<b>23,224,245</b>
	<b>20,295,730</b>	<b>26,350,256</b>

See accompanying notes

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

As of April 30, 2010

### 1. FINANCIAL INFORMATION

The unaudited consolidated financial statements have been prepared in accordance with Canadian generally accepted accounting principles for interim information. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. The information with respect to the October 31, 2009, consolidated balance sheet is derived from the Company's audited financial statements. These unaudited interim financial statements should be read in conjunction with in the Company's audited financial statements for the year ended October 31, 2009, and the accompanying notes.

### 2. INCORPORATION AND NATURE OF BUSINESS

The Company was incorporated on December 8, 1994 under Part 1A of the *Companies Act (Québec)*. DiagnoCure, Inc. is a biotechnology company which specializes in the development and commercialization of products relating to the diagnosis of cancer.

The Company intends to continue its research and development and marketing efforts. The Company's operations are subject to all the inherent risks related to setting up and running an emerging biotechnology company, such as successfully completing its research and development activities, marketing its products and obtaining the required financing.

### 3. RECENT ACCOUNTING PRONOUNCEMENTS

The CICA plans to replace the Canadian GAAP with the International Financial Reporting Standards (IFRS) over a transition period to end in 2011. The Company is currently assessing the impact of the transition to IFRS on its financial statements.

### 4. RESTRUCTURING CHARGES

#### December 2006 restructuring charges

On December 13, 2006, the Company announced a shift in its business strategy, including the decision to discontinue supporting R&D activities related to improvements in its cell-based bladder cancer diagnostic test and a reduction in marketing initiatives for this product. This decision has resulted in a realignment of resources to support the new strategy, with changes in the requisite skills of Company researchers and a reduction in the number of employees supporting certain research and development projects, including related marketing and administrative positions. The total restructuring charge was \$1,317,719 of which \$1,314,009 was paid as of April 30, 2010, and \$3,710 is still outstanding.

#### 4. RESTRUCTURING CHARGES (cont'd)

	Opening balance of liabilities as of October 31, 2009	Items paid during the period	Adjustments	Closing balance as of April 30, 2010
	\$	\$	\$	\$
Provision for vacated leased premises	118,788	115,078	—	3,710

No additional charges related to the 2007 restructuring are expected for the 2010 financial year.

#### February 2010 restructuring charges

On February 15, 2010, DiagnoCure has announced changes to its enterprise structure to optimize its growth potential. Henceforth, the Company is now comprised of two business segments: (1) administrative headquarters and R&D in Quebec City, and (2) DiagnoCure Oncology Laboratories (DOL), DiagnoCure's U.S. wholly-owned sales, marketing and service laboratory operations. This decision has resulted in a reduction of personnel in all areas of the Company. The total restructuring charge was \$716,028 of which \$700,952 was paid as of April 30, 2010, and \$15,076 is still outstanding.

	Incurred liabilities as of April 30, 2010	Items paid during the period	Adjustments	Closing balance as of April 30, 2010
	\$	\$	\$	\$
Provision for severance indemnities	676,650	661,574	—	15,076
Legal and outplacement fees	39,378	39,378	—	—
	716,028	700,952	—	15,076

No additional charges related to the 2010 restructuring are expected for the 2010 financial year.

#### 5. CAPITAL STOCK

##### Authorized

An unlimited number of shares of the following classes, without par value:

Common, voting and participating shares.

Preferred shares, issuable in series, non-voting, of which the rights, privileges, restrictions and conditions attached to each series will be determined by the directors upon the issuance of each series. They have a fixed, preferential and non-cumulative dividend of 6% per annum, and may be exchanged at the option of the holder for common shares on a one-for-one basis. DiagnoCure has the option to redeem the preferred shares or to require their conversion into common shares in certain circumstances.

## 5. CAPITAL STOCK (cont'd)

### Common Shares

	April 30, 2010	October 31, 2009
	\$	\$
<b>Issued and fully paid</b>		
42,976,140 common shares (42,957,475 as at October 31, 2009)	<b>92,036,202</b>	92,015,103
	<b>April 30, 2010</b>	
	<b>Number of</b>	<b>Amount</b>
	<b>shares</b>	<b>\$</b>
<b>Capital Stock</b>		
Balance, beginning of period	42,957,475	92,015,103
Issuance of common shares	18,665	11,582
Portion previously recognized to surplus as part of stock-based compensation	—	9,517
Balance, end of period	<b>42,976,140</b>	<b>92,036,202</b>

### Preferred Shares

	April 30, 2010	October 31, 2009
	\$	\$
<b>Issued and fully paid</b>		
4,900,000 Series A Convertible Preferred shares (4,900,000 as at October 31, 2009)	<b>5,857,000</b>	5,857,000
	<b>April 30, 2010</b>	
	<b>Number of</b>	<b>Amount</b>
	<b>shares</b>	<b>\$</b>
<b>Capital Stock</b>		
Balance, beginning of period	4,900,000	5,857,000
Issuance of preferred shares	—	—
Balance, end of period	<b>4,900,000</b>	<b>5,857,000</b>

### Stock options

During the three-month period ended January 31, 2010, the Company did not grant options (296,000 in 2009) to certain employees and directors. The weighted average fair value of stock options granted during the first quarter of 2009 was \$0.62 per stock option.

During the three-month period ended April 30, 2010, the Company granted 550,000 options (none in 2009) to certain employees and directors. The weighted average fair value of stock options granted during the second quarter of 2010 was \$0.87 per stock option.

The fair value of each option granted was determined using the Black-Scholes option pricing model and the following weighted average assumptions:

	Three-month periods			
	January 31		April 30	
	2010	2009	2010	2009
Risk-free interest rate	—	2.44%	3.27%	—
Expected life	—	8 years	8 years	—
Expected volatility factor	—	76%	74%	—
Expected dividend yield	—	—	—	—

## 5. CAPITAL STOCK (cont'd)

### Contributed surplus

	2010 \$
Balance as of October 31, 2009	7,602,811
Stock-based compensation expense	215,527
Stock options exercised	(9,517)
Balance as of April 30, 2010	7,808,821

## 6. FINANCIAL INSTRUMENTS

Financial assets and financial liabilities are measured on an ongoing basis at fair value or amortized cost. The classification of the financial instruments as well as their carrying values and fair values are shown in the table below:

	April 30, 2010				Carrying value Total \$	Fair value Total \$
	Held for trading \$	Held-to- maturity \$	Loans and receivables \$	Other financial liabilities \$		
<b>Financial assets</b>						
<b>Cash and cash equivalents</b>						
	3,902,617	—	—	—	3,902,617	3,902,617
Temporary investment	—	5,779,923	—	—	5,779,923	5,809,421
Accounts receivable <sup>(1)</sup>	—	—	180,959	—	180,959	180,959
Long-term investments	—	—	—	—	—	—
	3,902,617	5,779,923	180,959	—	9,863,499	9,892,997
<b>Financial liabilities</b>						
Accounts payable <sup>(2)</sup>	—	—	—	1,410,688	1,410,688	1,410,688

	October 31, 2009				Carrying value total \$	Fair value total \$
	Held for trading \$	Held-to- maturity \$	Loans and receivables \$	Other financial liabilities \$		
<b>Financial assets</b>						
<b>Cash and Cash equivalents</b>						
	4,812,117	—	—	—	4,812,117	4,812,117
Temporary investments	—	8,918,860	—	—	8,918,860	8,985,988
Accounts receivable <sup>(1)</sup>	—	—	190,522	—	190,522	190,522
Long-term investments	—	823,912	—	—	823,912	835,616
	4,812,117	9,742,772	190,522	—	14,745,411	14,824,243
<b>Financial liabilities</b>						
Accounts payable <sup>(2)</sup>	—	—	—	1,897,497	1,897,497	1,897,497

<sup>(1)</sup> Excluding investment tax credits, commodity and other taxes

<sup>(2)</sup> Excluding other accruals

## 6. FINANCIAL INSTRUMENTS (cont'd)

### Foreign currency risk

The Company operates internationally and a portion of its expenses are incurred in U.S. dollars. A significant change in the currency exchange rate between the Canadian dollars relative to the U.S. dollar could have a material effect on its consolidated results of operations, financial position or cash flows. The Company has not hedged its exposure to currency fluctuations.

The Company maintains available for sale cash equivalents, accounts payable and accrued liabilities in U.S. dollars and is therefore exposed to foreign exchange risk on these balances.

The significant balances in foreign currencies as at April 30 are as follow:

	2010 US dollars \$	2009 US dollars \$
Cash and cash equivalents	1,552,892	460,533
Accounts receivable	168,990	781,813
Accounts payable	(628,022)	(384,389)
<b>Net exposure</b>	<b>1,093,860</b>	<b>857,957</b>

Based on the aforementioned net exposure as at April 30, 2010 and 2009, and assuming that all other variable remain constant, a 5% rise or fall in the Canadian dollar against the US dollar would have resulted in (increase) decrease in the net loss as follows:

	2010 Canadian dollars		2009 Canadian dollars	
	Appreciates 5% \$	Depreciates 5% \$	Appreciates 5% \$	Depreciates 5% \$
Against US dollar				
Net loss	54,693	(54,693)	50,928	(50,928)

## 7. SEGMENTED INFORMATION

Information pertaining to segmented results for the periods ended April 30, 2010 and 2009 is as follows:

## 7. SEGMENTED INFORMATION (cont'd)

	Three-month periods					
	Consolidated		Biotechnologies		Laboratory Services	
	Amounts					
	2010	2009	2010	2009	2010	2009
	\$	\$	\$	\$	\$	\$
Revenue from external sales	<b>302,901</b>	343,249	<b>286,055</b>	341,089	<b>16,846</b>	2,160
Interest Revenues	<b>41,192</b>	123,903	<b>41,192</b>	122,996	—	907
Loss before the following items:	<b>601,441</b>	817,105	<b>344,079</b>	285,854	<b>257,362</b>	531,251
Stock-based compensation	<b>116,533</b>	160,091	<b>116,533</b>	160,091	—	—
Depreciation and amortization	<b>408,335</b>	444,934	<b>367,003</b>	400,972	<b>41,332</b>	43,962
Segmented loss	<b>1,126,309</b>	1,422,130	<b>827,615</b>	846,917	<b>298,694</b>	575,213
Net R&D expenses	<b>1,075,795</b>	1,192,616	<b>683,068</b>	673,735	<b>392,727</b>	518,881
Financial expenses	<b>2,728</b>	7,491	<b>1,196</b>	3,046	<b>1,532</b>	4,445
Net loss	<b>2,204,832</b>	2,622,237	<b>1,511,879</b>	1,523,698	<b>692,953</b>	1,098,539

	Six-month periods					
	Consolidated		Biotechnologies		Laboratory Services	
	Amounts					
	2010	2009	2010	2009	2010	2009
	\$	\$	\$	\$	\$	\$
Revenue from external sales	<b>614,361</b>	571,548	<b>593,852</b>	569,388	<b>20,509</b>	2,160
Interest revenues	<b>92,133</b>	295,727	<b>92,133</b>	293,758	—	1,969
Loss before the following items:	<b>2,516,432</b>	2,189,111	<b>1,069,661</b>	742,459	<b>1,446,771</b>	1,446,652
Stock-based compensation	<b>215,527</b>	350,133	<b>215,527</b>	350,133	—	—
Depreciation and amortization	<b>837,579</b>	891,565	<b>755,615</b>	804,292	<b>81,964</b>	87,273
Segmented loss	<b>3,569,538</b>	3,430,809	<b>2,040,803</b>	1,896,884	<b>1,528,735</b>	1,533,925
Net R&D expenses	<b>2,447,375</b>	2,618,364	<b>1,549,434</b>	1,543,929	<b>897,941</b>	1,074,435
Financial expenses	<b>8,008</b>	13,719	<b>3,605</b>	6,048	<b>4,403</b>	7,671
Net loss	<b>6,024,921</b>	6,062,892	<b>3,593,842</b>	3,446,861	<b>2,431,079</b>	2,616,031

The business segment Laboratory Services reflects the Company's U.S. activities and its Previstage™ GCC staging test initiative. The Laboratory Services activities are performed by the subsidiary DiagnoCure U.S., GP. The business segment Biotechnologies reflects the Company's Canadian activities and its R&D initiative to develop diagnostic tests. This segment also includes some administrative activities. The Biotechnologies activities are performed by DiagnoCure, Inc. Assets relating to the Biotechnologies segment represent 97% of the consolidated assets and are located in Canada.

For the biotechnologies segment, one American client represented 98% (85% in 2009) of the revenues from external sales.

For the first six-month period of 2010 and 2009, the total external sales were attributable to the United States. The Company determines the revenues by country based on where the product or service is delivered.

## **8. MANAGEMENT OF CAPITAL**

The Company's objectives when managing capital is to safeguard its ability to continue as a going concern, to provide returns for shareholders and to minimize its cost of capital.

In the management of capital, the Company includes shareholders' equity which amounts to \$17,426,433 (\$23,224,245 as of October 31, 2009) in the definition of capital.

The Company's primary objective with respect to its capital management is to ensure that it has sufficient cash resources to fund its research and development activities and to maintain its ongoing operations. To secure additional capital necessary to pursue these plans, the Company may attempt to raise additional funds through the issuance of debt or equity, through merger and acquisitions transactions, by securing additional partnerships or research and development collaboration or by disposing of assets.

Following the reorganization of its enterprise structure announced on February 15, 2010, Management is satisfied that it has adequate cash resources to finance the Company's activities, and will monitor its cash levels.