

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	11/25/2008		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Celsion Canada Limited		11/25/2008
			Entity Type
			CORPORATION: ONTARIO
RECEIVING PARTY DATA			
Name:	Medifocus, Inc.		
Street Address:	130 Adelaide Street, West Suite 906		
City:	Toronto		
State/Country:	CANADA		
Postal Code:	M5H 3P5		
Entity Type:	CORPORATION: ONTARIO		
PROPERTY NUMBERS Total: 1			
	Property Type	Number	Word Mark
	Registration Number:	2651597	MICROFOCUS
CORRESPONDENCE DATA			
Fax Number:	7036845633		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	703 684-5633		
Email:	dhv@mbv-ip.com		
Correspondent Name:	Merek, Blackmon & Voorhees, LLC		
Address Line 1:	673 South Washington Street		
Address Line 4:	Alexandria, VIRGINIA 22314		
ATTORNEY DOCKET NUMBER:	MICROFOCUS		
DOMESTIC REPRESENTATIVE			
Name:			

OP \$40.00 2651597

Address Line 1:
Address Line 2:
Address Line 3:
Address Line 4:

NAME OF SUBMITTER:	David H. Voorhees
Signature:	/David H. Voorhees/
Date:	01/09/2013

Total Attachments: 4
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FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Corporation:

Medifocus Inc.
130 Adelaide Street, West Suite 906
Toronto, Ontario M5H 3P5

Telephone No.: (416) 947-6068

Item 2. Dates of Material Changes:

November 25, 2008

Item 3. News Release:

A press release was disseminated on November 25, 2008 via CNW Group.

Item 4. Summary of Material Change:

Medifocus Inc. ("Medifocus"), a capital pool company listed on the TSX Venture Exchange Inc., announced that it has completed its previously-announced Qualifying Transaction with Celsion (Canada) Limited ("Celsion").

An aggregate of 11,200,000 common shares of Medifocus were issued to the shareholders of Celsion in connection with the Qualifying Transaction. In addition 903,112 common shares, valued at \$0.50 per common share were issued to Celsion Corporation in respect of a portion of the indebtedness previously owed by Celsion following its acquisition from Celsion Corporation of the business now being carried by Celsion and 763,168 units were issued to the holders of the 2006 Bridge Notes of Celsion with respect to the conversion of \$310,556 in principal amount of such notes, plus accrued interest (on the same terms and conditions as the units being offered in connection with the private placement described below), valued at \$0.50 per unit. Finally, 100,000 common shares were issued to Infund Management Limited for past services rendered to Celsion.

Concurrently with the closing of the Qualifying Transaction, Medifocus completed a private placement of 4,090,775 units, at a price of \$0.50 per unit, for aggregate gross proceeds of \$2,045,377.50. Each unit consists of one common share of Medifocus and one common share purchase warrant. Each warrant entitles the holder to purchase one common share of Medifocus for a period of 24 months at a price per share of \$0.60.

Immediately following the closing of the Qualifying Transaction, Herbert S. Gasser resigned as Chief Executive Officer and Chief Financial Officer of Medifocus and Maurice J. Colson resigned as a director of Medifocus. Dr. Augustine Cheung, Andy Lam, Jeffrey B. Collins and Grant Walsh were appointed to the Board of Directors of Medifocus. Dr. Augustine Cheung was appointed Chief Executive Officer, Charles C. Shelton was appointed as Executive Vice President and General Counsel, John Mon was appointed as Chief Operating Officer and Mirsad Jakubovic was appointed as Chief Financial Officer.

Item 5. Full Description of Material Change:

Please see the press release attached hereto as Schedule "A".

Item 6. Reliance of Section 7.1(2) or (3) of National Instrument 51-102:

Not Applicable.

Item 7. Omitted Information:

Not Applicable.

Item 8. Executive Officer:

Herbert Gasser
Director, Chief Executive Officer and Chief Financial Officer
Medifocus Inc.
130 Adelaide Street, West Suite 906
Toronto, Ontario M5H 3P5

Telephone No.: (416) 947-6068

Item 9. Date of Report:

December 2, 2008

SCHEDULE "A"

MEDIFOCUS INC. ANNOUNCES COMPLETION OF QUALIFYING TRANSACTION WITH CELSION (CANADA) LIMITED AND PRIVATE PLACEMENT OF UNITS

TSX VENTURE EXCHANGE: MFS.P

FOR IMMEDIATE RELEASE

Toronto, Ontario – November 25, 2008 – Medifocus Inc. (“Medifocus”), a capital pool company listed on the TSX Venture Exchange Inc., announces that it has completed today its previously-announced Qualifying Transaction with Celsion (Canada) Limited (“Celsion”).

An aggregate of 11,200,000 common shares of Medifocus were issued to the shareholders of Celsion in connection with the Qualifying Transaction. In addition 903,112 common shares, valued at \$0.50 per common share were issued to Celsion Corporation in respect of a portion of the indebtedness previously owed by Celsion following its acquisition from Celsion Corporation of the business now being carried by Celsion and 763,168 units were issued to the holders of the 2006 Bridge Notes of Celsion with respect to the conversion of \$310,556 in principal amount of such notes, plus accrued interest (on the same terms and conditions as the units being offered in connection with the private placement described below), valued at \$0.50 per unit. Finally, 100,000 common shares were issued to Infund Management Limited for past services rendered to Celsion.

Concurrently with the closing of the Qualifying Transaction, Medifocus completed a private placement of 4,090,775 units, at a price of \$0.50 per unit, for aggregate gross proceeds of \$2,045,377.50. Each unit consists of one common share of Medifocus and one common share purchase warrant. Each warrant entitles the holder to purchase one common share of Medifocus for a period of 24 months at a price per share of \$0.60.

Maison Placements Canada Inc. acted as financial advisor in connection with the concurrent public offering. Maison Placements received cash compensation of 8% of the gross proceeds of the offering raised by them. They also received brokers warrants to purchase 10,000 units of Medifocus at the same price and under the same conditions as the private placement. In addition, Maison Placements Canada Inc. received a cash fee of US\$100,000 for financial advisory services and 50,000 units of Medifocus under the same conditions as the private placement to act as the Sponsor of the Qualifying Transaction.

Subject to final approval of the TSX Venture Exchange, the common shares of Medifocus are expected to be listed on Tier 2 of the Exchange under the stock symbol “MFS”.

Immediately following the closing of the Qualifying Transaction, Herbert S. Gasser resigned as Chief Executive Officer and Chief Financial Officer of Medifocus and Maurice J. Colson resigned as a director of Medifocus. Dr. Augustine Cheung, Andy Lam, Jeffrey B. Collins and Grant Walsh were appointed to the Board of Directors of Medifocus. Dr. Augustine Cheung was appointed Chief Executive Officer, Charles C. Shelton was appointed as Executive Vice President and General Counsel, John Mon was appointed as Chief Operating Officer and Mirsad Jakubovic was appointed as Chief Financial Officer.

Further information concerning Medifocus can be found in the Filing Statement of Medifocus dated August 26, 2008, and in Medifocus’ other filings available on SEDAR at www.sedar.com.

The TSXV has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this news release.

For further information, please contact:

Herbert S. Gasser
Chair of the Board of Directors
Telephone: (416) 402-5282

Dr. Augustine Cheung
President and Chief Executive Officer
Telephone (410) 290-5734

(NOT FOR DISSEMINATION IN THE UNITED STATES OF AMERICA)