

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION

William Annett and Judith Segall certify that:

1. They are the President and Secretary, respectively, of OncoCyte Corporation, a California corporation.
2. Article FOUR of the Articles of Incorporation of the corporation is amended to read as follows:

FOUR: The corporation is authorized to issue two classes of shares, which shall be designated "Common Stock" and "Preferred Stock." The number of shares of Common Stock which the corporation is authorized to issue is 50,000,000, and the number of shares of Preferred Stock which the corporation is authorized to issue is 5,000,000. The Preferred Stock may be issued in one or more series as the board of directors may by resolution designate. The board of directors is authorized to fix the number of shares of any series of Preferred Stock and to determine or alter the rights, preferences, privileges, and restrictions granted to or imposed upon the Preferred Stock as a class, or upon any wholly unissued series of Preferred Stock. The board of directors may, by resolution, increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any series of Preferred Stock subsequent to the issue of shares of that series. Upon the amendment of this Article to read as herein set forth, each outstanding share of Common Stock is converted into 0.5 of a share of Common Stock.

3. The foregoing amendment of Articles of Incorporation has been duly approved by the board of directors.

4. The foregoing amendment of Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with section 902 of the Corporations Code. The total number of outstanding shares of Common Stock of the corporation entitled to vote with respect to the amendment was 47,827,714. The number of shares of Common Stock voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%. There are no Preferred Shares of the corporation issued and outstanding.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Executed at Alameda, California on November 17, 2015.

/s/ William Annett

William Annett, President

/s/ Judith Segall

Judith Segall, Secretary