

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

PANGENOMIC HEALTH INC.
102 – 3800 Wesbrook Mall
Vancouver, BC V6S 2L9

Item 2. Date of Material Change

December 9, 2022

Item 3. News Release

The news release was issued on December 12, 2022 and was disseminated by Canada Newswire.

Item 4. Summary of Material Change

On December 9, 2022, PanGenomic Health Inc. (the "Company"), pursuant to a share exchange agreement dated November 18, 2022 with Mydecine Innovations Group Inc. ("Mydecine") and MindLeap Health Inc. ("MindLeap"), acquired from Mydecine all of the issued and outstanding shares of MindLeap (the "Transaction") for a purchase price of \$3,600,000 through the issuance of units (each a "Unit") of the Company at a price of \$0.20 per Unit (the "Unit Price"). Each Unit was comprised of one Class A Common Share of the Company (a "Common Share") and one share purchase warrant to purchase one additional Common Share (a "Unit Warrant Share") at a price of \$0.30 per Unit Warrant Share until December 9, 2024.

In connection with the Transaction, the Company and Mydecine entered into a transition services agreement whereby the Company engaged Mydecine to assist in the transition, transfer, and integration of MindLeap's technologies into the Company's technology platform (the "Services") for two months following the closing of the Transaction (the "Closing"). In return for the Services, the Company shall pay to Mydecine a consulting fee of \$100,000 on the one-month anniversary of the Closing.

In return for introductory and advisory services related to the Transaction, the Company paid to third party consultants an aggregate fee of \$400,000 through the issuance of Units at the Unit Price.

Item 5. Full Description of Material Change

The news release attached hereto as Schedule "A" provides a full description of the material change.

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

Not applicable.

Item 7. Omitted Information

None.

Item 8. Executive Officer

Tammy Gillis

Chief Financial Officer, Treasurer and Secretary
(778) 743-4642

Item 9. Date of Report

December 19, 2022

SCHEDULE "A"

NEWS RELEASE

(See attached)



PanGenomic Health Completes Acquisition of Mindleap Health

/Not for distribution to U.S. news services or for dissemination in the United States/

VANCOUVER, BC, Dec. 12, 2022 /CNW/ - PanGenomic Health Inc. ("PanGenomic" or the "Company") (CSE: NARA), is pleased to announce, further to its news releases dated September 1, 2022 and November 21, 2022, the completion of its previously announced acquisition (the "Transaction") of Mindleap Health Inc. ("Mindleap") from Mydecine Innovations Group Inc. ("Mydecine"), a company listed on the NEO Exchange (the "NEO").

"We are excited about the acquisition of Mindleap as it represents a strategic addition to our PanGenomic portfolio of subsidiary businesses", said Maryam Marissen, President & CEO of PanGenomic. "We believe Mindleap's technological know-how, mental health content library and marketing footprint will help us expand our reach to more users that align with PanGenomic's Nara and PlantGx business strategies."

"We are extremely proud of what we built with the Mindleap App", said Josh Bartch, Chairman & CEO of Mydecine. "Mindleap fills a necessary void in mental health and gives users the tools they need to improve their overall health and wellbeing. The Mydecine team looks forward to watching the application flourish and grow and will provide support at every step of the way. We spoke with numerous parties when we made the decision to part ways with Mindleap, and ultimately we decided the team at PanGenomic shared the same vision and had the team and the expertise to take the application to the next level."

Transaction Details

The Company acquired all of Mindleap's outstanding shares for a purchase price of C\$3,600,000 (the "Purchase Price"), payable by the issuance of units (each a "Unit") of the Company at a price of C\$0.20 per Unit (the "Unit Price"). Each Unit was comprised of one Class A Common Share of PanGenomic (a "Common Share") and one share purchase warrant (each a "Unit Warrant") to purchase one additional Common Share (a "Unit Warrant Share") at a price of C\$0.30 per Unit Warrant Share until December 9, 2024.

In support of the Transaction, the Company and Mydecine entered into a transition services agreement whereby the Company engaged Mydecine to assist in the transition, transfer, and integration of Mindleap's technologies into PanGenomic's technology platform (the "Services") for two months. In return for the Services, the Company will pay to Mydecine a consulting fee of C\$100,000, payable on January 8, 2023. In addition, in connection with the Transaction, the Company entered into a fee agreement with two third party consultants for introductory and advisory services provided to the Company, including identifying and assisting in the evaluation of the Transaction and introducing the Company to Mydecine and Mindleap. The Company agreed to pay the consultants an aggregate fee of C\$400,000, paid by the issuance of Units at the Unit Price.

Mindleap will be operated as a wholly-owned subsidiary of the Company and will focus on B2C and B2B services for the natural health industry. Upon completion of the Transaction, Mydecine holds approximately 19.4% of the issued and outstanding Common Shares. No changes to the

management or board of directors of the Company were made as a result of the Transaction.

The Company also announced that its Board of Directors granted stock options representing a total of 120,000 common shares to two consultants of the Company and a subsidiary. These options were granted at an exercise price of \$0.23, being the closing price on December 9, 2022, and will expire on December 9, 2025. One grant of 100,000 stock options vests quarterly until June 30, 2023, and the other grant of 20,000 stock options vests quarterly until November 30, 2023. All options were granted pursuant to the Company's Stock Option Plan.

About PanGenomic Health

PanGenomic Health is a precision health company that has developed a self-care digital platform to deliver personalized, evidence-based information about natural treatments. The Company's initial focus is to support mental health. Registered as a British Columbia benefit company, PanGenomic Health's mission is to promote and improve the health and wellness of people and society by providing a technology platform that identifies plant-based solutions tailored to the health profile of each individual.

About Mydecine Innovations Group Inc.

Mydecine Innovations Group Inc. (NEO: MYCO) (OTC: MYCOF) (FSE: 0NFA) is a biotechnology company developing the next generation of innovative medications and therapies to address mental addiction and mental health. The core strategy blends advanced technology with an elaborate infrastructure for drug discovery and development. Mydecine's dedicated multinational team constantly develops new paths for breakthrough treatment solutions in areas with considerable unmet needs. By collaborating with some of the world's leading specialists, Mydecine aspires to responsibly speed up the development of breakthrough medications to provide patients with safer and more effective treatment solutions. At the same time, Mydecine's approach focuses on the next generation of psychedelic medicine by creating innovative compounds with unmatched therapeutic potential through its clinical trial efforts with world-class scientific and regulatory expertise. Founded in 2020, Mydecine is based out of Colorado, USA, with extended offices in Alberta, Canada, and Leiden, Netherlands.

This news release includes certain statements that may be deemed "forward-looking statements", including statements respecting the services to be provided by PanGenomic and the consideration to be paid to PanGenomic. The use of any of the words "anticipate", "continue", "estimate", "expect", "may", "will", "would", "project", "should", "believe" and similar expressions are intended to identify forward looking statements. Although PanGenomic believes that the expectations and assumptions on which the forward-looking statements are based are reasonable, undue reliance should not be placed on the forward-looking statements because PanGenomic can give no assurance that they will prove to be correct. Since forward-looking statements address future events and conditions, by their very nature they involve inherent risks and uncertainties. These statements speak only as of the date of this News Release. Actual results could differ materially from those currently anticipated due to a number of factors and risks including various risk factors discussed in PanGenomic's disclosure documents which can be found under PanGenomic's profile on www.sedar.com.

The Canadian Securities Exchange has neither approved nor disapproved the information contained herein and does not accept responsibility for the adequacy or accuracy of this news release.

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