

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

January 19, 2023

Item 3. News Release

The news release was issued on January 20, 2023 and was disseminated by Canada Newswire.

Item 4. Summary of Material Change

Further to its news release on December 23, 2022, PanGenomic Health Inc. (the "Company") completed its non-brokered private placement financing of 3,414,999 units of the Company (each a "Unit") at a price of \$0.15 per Unit, for total gross proceeds of \$512,250 (the "Offering"), and the Company closed the second tranche under the Offering for gross proceeds of \$312,250 (the "Second Tranche Closing").

Each Unit consists of one (1) Class A Common share of the Company (each, a "Share") and one (1) Class A Common share purchase warrant (each, a "Warrant"). Each Warrant is exercisable to acquire one additional Share at an exercise price of \$0.30 for a period of 24 months from the date of issue. If the closing price of the Shares is greater than or equal to \$0.60 for 10 consecutive trading days, the Company has the right to accelerate the expiration date of the Warrants. Warrant holders will be notified of the Company's exercise of the acceleration right by news release, and will thereafter have a 30-day period to exercise the Warrants.

In connection with the Second Tranche Closing, the Company paid a registered broker a cash fee of \$750. The Company will use the proceeds from the Offering to continue the development and marketing of its Nara, Mindleap and PlantGx products and for general working capital purposes.

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

January 24, 2023

SCHEDULE "A"

NEWS RELEASE

(See attached)



PanGenomic Health Announces Soft Launch of NARA Personalized DNA Reports and Closing of its Non-Brokered Private Placement Offering

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VANCOUVER, BC, Jan. 20, 2023 /CNW/ - PanGenomic Health Inc. ("PanGenomic Health" or the "Company") (CSE: NARA), is pleased to announce the soft launch of the "NARA DNA Reports" feature available through its website nara.care. The Company has launched its first report of a series, the NARA MIND Report as its debut product which can be purchased for \$189.00 USD. Additionally, the Company announced today that, further to its news release on December 23, 2022, it has closed the final tranche (the "Final Tranche") of its oversubscribed private placement offering (the "Offering") of units (each a "Unit") at a price of \$0.15 per Unit, for total gross proceeds under the Offering of \$512,250. Finally, the Company also announced that it has retained Pulse Investor Relations Services Inc. ("PulseIR") to provide digital marketing services for investor relations.

Nara DNA Reports

The NARA MIND Report will provide users with unique tailored mental health insights that cover their genetic disposition, micronutrient sensitivity, natural supplement susceptibility profile and metabolic diet report.

Nara generates the personalized DNA Report by performing an analysis of a user's unique DNA sequences that are specifically connected to key genes related to mental health. With more personal information at the users disposal through such insights and reports, the Company believes that users will be able to take proactive steps towards improving their health.

"I am extremely pleased to be announcing this new feature as part of PanGenomic's solution to personalized data-based alternative care," stated Maryam Marissen, CEO and President of PanGenomic Health Inc. "The NARA DNA Reports feature will be expanded to include a variety of other personalized DNA reports in the coming months."

Oversubscribed Offering and Exercise of Previously Issued Warrants

The Company also announced that, further to its news release on December 23, 2022, the Company closed the final tranche (the "Final Tranche") of its oversubscribed private placement offering (the "Offering") of units (each a "Unit") at a price of \$0.15 per Unit, for total gross proceeds under the Offering of \$512,250.

Each Unit under the Offering consists of one (1) Class A Common share (each, a "Share") of the Company and one (1) Class A Common share purchase warrant (each, a "Warrant"). Each Warrant is exercisable for one additional Share at an exercise price of \$0.30 for a period of 24 months from the date of issue. If the closing price of the Shares on the Canadian Securities Exchange is greater

than or equal to \$0.60 for 10 consecutive trading days, the Company has the right to accelerate the expiration date of the Warrants. Warrant holders will be notified of the Company's exercise of the acceleration right by news release, and will thereafter have a 30-day period to exercise the Warrants.

The Final Tranche under the Offering consisted of 2,081,667 Units for gross proceeds of \$312,500. Combined with the first tranche, the Offering has resulted in total gross proceeds of \$512,250 from the issuance of 3,415,000 Units. In connection with closing of the Final Tranche, the Company paid a registered broker a cash fee of \$750. The Company will use the net proceeds from the Offering to continue the development and marketing of its Nara, Mindleap and PlantGx products and for general working capital purposes.

All securities issuable in connection with the Final Tranche are subject to a statutory hold period under applicable securities laws of four months and one day from the date of issue.

In addition to closing the Offering, the Company is also pleased to report that approximately 95% of warrants previously issued by the Company having an exercise price of \$0.10 per Share were exercised prior to their warrant expiry date of January 13, 2023. The Company raised approximately \$409,000 from the exercise of these warrants.

This press release does not constitute an offer to sell or a solicitation of an offer to buy any the securities of the Company in the United States. The securities offered by the Company have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws, or an exemption from the registration requirements thereof is available.

Engagement of PulseIR

The Company also announced that it has retained Pulse Investor Services Inc. ("PulseIR") to provide digital marketing services for investor relations. Under the terms of its agreement, PulseIR will provide its mobile wallet pass investor relations platform at a total cost to the Company of \$120,000 for an initial contract term of twelve months beginning January 16, 2023. PulseIR participated in the Offering by subscribing for 840,000 Units at an aggregate price of \$126,000.

PulseIR is a digital marketing and advisory services firm based in Vancouver, BC, that specializes in providing its mobile-first, social-centric, community platform for investor relations. Upon entering into of this new agreement with PulseIR, the Company terminated the capital markets advisory and digital marketing services contract with Bello Capital Partners, which was previously announced on January 3, 2023. No termination fees were paid by the Company.

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.

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. In particular, there is no assurance that the Company will be able to sell any additional securities under the Offering. 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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CO: PanGenomic Health Inc.

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