

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

PANGENOMIC HEALTH INC. (the "Company")
102 – 3800 Wesbrook Mall
Vancouver, BC V6S 2L9

Item 2. Date of Material Change

November 15, 2023

Item 3. News Release

The news release was issued on November 1, 2023 and filed on sedarplus.ca.

Item 4. Summary of Material Change

Effective November 15, 2023, the Company issued 3,500,807 Class A Common shares (the "Common Shares") at an agreed price of \$0.05 per share, and 2,138,483 units (each a "Unit") at an agreed price of \$0.05 per Unit, in consideration for the settlement of indebtedness totalling \$281,964.51.

Item 5. Full Description of Material Change

Effective November 15, 2023, the Company issued 3,500,807 Common Shares at an agreed price of \$0.05 per share in settlement of \$175,040.37 in indebtedness owed to Connected Displays Inc. (dba Excelar Technologies) ("Excelar") in consideration for \$175,040.37 in indebtedness owed to Excelar for services provided to the Company's wholly owned subsidiary, Pangenomic Technologies Inc. Excelar is beneficially owned and controlled by Colin Quon, the Company's Chief Technology Officer. The issuance of Common Shares to Excelar constitutes a related party transaction as defined under Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* ("MI 61-101"). The Company is relying on the exemptions from the formal valuation requirements and the minority approval requirements of MI 61-101 provided by subsections 5.5(a) and 5.7(1)(a) of MI 61-101 on the basis that the fair market value of the Common Shares issued to Excelar does not, and the indebtedness owed to Excelar did not, exceed 25% of the Company's market capitalization.

Also effective November 15, 2023, the Company issued 2,138,483 Units to Generation IACP Inc. at an agreed price of \$0.05 per Unit in consideration for the settlement of \$106,924.14 in indebtedness owed to Generation IACP for services provided. Each Unit consists of one Common Share and one Common Share purchase warrant (each, a "Warrant"), with each Warrant being exercisable into one additional Common Share until August 31, 2025 at a price of \$0.05 per share.

The securities issued are subject to a statutory hold period under applicable Canadian securities laws expiring four months plus one day after the date of issuance.

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

November 22, 2023

SCHEDULE "A"

NEWS RELEASE

(See attached)