

**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**

April 12, 2024.

**Item 3. News Release**

The news release (the "News Release") was issued on April 12, 2024 and disseminated by Cision.

**Item 4. Summary of Material Change**

The Company announced that it has made an application to the British Columbia Securities Commission to approve a management cease trade order ("MCTO") under National Policy 12-203 - *Cease Trade Orders for Continuous Disclosure Defaults*, which, if granted, will prohibit the Chief Executive Officer and Chief Financial Officer of the Company from trading in securities of the Company until such time as the Required Filings (defined below) and all continuous disclosure requirements have been filed by the Company and the MCTO has been revoked. The MCTO application has been made but there is no guarantee or assurance that the MCTO will be granted.

The Company expects that it will be unable to file its audited annual consolidated financial statements for the financial year ended December 31, 2023 (the "Financial Statements") and the related management's discussion and analysis and CEO and CFO certificates for the same period (collectively, with the Financial Statements, the "Required Filings") before the filing deadline of April 29, 2024.

The Company anticipates that it will be in a position to remedy the default by making the Required Filings on or before June 29, 2024.

**Item 5. Full Description of Material Change**

See the News Release attached hereto as Schedule "A".

**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**

April 22, 2024.

**SCHEDULE "A"**

**NEWS RELEASE**

**(See attached)**



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# PanGenomic Health Announces Application for a Management Cease Trade Order For Late Filing of Audited Annual Financial Statements

VANCOUVER, BC, April 12, 2024 /CNW/ - PanGenomic Health Inc. ("PanGenomic Health" or the "Company") (CSE: NARA) announces that it has made an application to the British Columbia Securities Commission to approve a management cease trade order ("MCTO") under National Policy 12-203 - *Cease Trade Orders for Continuous Disclosure Defaults* ("NP 12-203"), which, if granted, will prohibit the Chief Executive Officer and Chief Financial Officer of the Company from trading in securities of the Company until such time as the Required Filings (defined below) and all continuous disclosure requirements have been filed by the Company and the MCTO has been revoked. During the period in which the MCTO is effective, the general public will continue to be able to trade in the Company's listed securities. The MCTO application has been made but there is no guarantee or assurance that the MCTO will be granted.

The Company expects that it will be unable to file its audited annual consolidated financial statements for the financial year ended December 31, 2023 (the "Financial Statements") and the related management's discussion and analysis and CEO and CFO certificates for the same period (collectively, with the Financial Statements, the "Required Filings") before the filing deadline of April 29, 2024 (the "Filing Deadline").

The Company's inability to make the Required Filings by the Filing Deadline is due to delays in the Company's ability to pay the outstanding invoices and retainer of its auditors (the "Auditors"). The Company is currently in the process of negotiating debt or equity financing in an amount sufficient to settle the amounts payable the Auditors. The Company anticipates that it will be in a position to remedy the default by making the Required Filings on or before June 29, 2024. The MCTO, if granted, will be in effect until the Required Filings are made.

The Company will follow the alternative information guidelines set out in Sections 9 and 10 of NP 12-203 as long as the Required Filings are outstanding.

## 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 Health and the consideration to be paid to PanGenomic Health. 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 Health 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 Health 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 Health's disclosure documents which can be found under PanGenomic Health's profile on [www.sedarplus.ca](http://www.sedarplus.ca).*

**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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