

**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 30, 2024.

**Item 3. News Release**

The news release (the "News Release") was issued on May 1, 2024 and disseminated by EIN Presswire.

**Item 4. Summary of Material Change**

The Company announced that the British Columbia Securities Commission (the "BCSC") had issued a management cease trade order ("MCTO") dated April 30, 2024 in connection with the delay by the Company in filing 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.

Pursuant to the MCTO, the Chief Executive Officer and Chief Financial Officer of the Company will be restricted from trading in the securities of the Company until such time as the Company files the Required Filings and the BCSC revokes the MCTO. The MCTO does not affect the ability of shareholders of the Company to trade their securities.

The Company anticipates that it will be in a position to remedy the default by making the Required Filings on or before June 28, 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**

May 9, 2024.

**SCHEDULE "A"**

**NEWS RELEASE**

**(See attached)**

## **PanGenomic Health Announces Issuance of Management Cease Trade Order For Late Filing of Audited Annual Financial Statements**

**Vancouver, British Columbia, Canada, May 1, 2024** – PanGenomic Health Inc. ("PanGenomic Health" or the "Company") (CSE: NARA) announces that, further to its news release of April 12, 2024 (the "Default Announcement"), the British Columbia Securities Commission (the "BCSC") has issued a management cease trade order (the "MCTO") dated April 30, 2024 in connection with the delay by the Company in filing 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 has been working closely with its auditors and expects to file the Required Filings on or before June 28, 2024.

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"). Subsequent to the Default Announcement, the Company received debt financing in an amount sufficient to settle the amounts payable to the Auditors.

As previously announced, pursuant to the MCTO, the Chief Executive Officer and Chief Financial Officer of the Company will be restricted from trading in the securities of the Company until such time as the Company files the Required Filings and the BCSC revokes the MCTO. The MCTO does not affect the ability of shareholders of the Company to trade their securities.

The Company is providing this updated status report in accordance with National Policy 12-203 - *Cease Trade Orders for Continuous Disclosure Defaults* ("NP 12-203"). Until such time as the Company files the Required Filings and the MCTO has been revoked, the Company will follow the alternative information guidelines set out in NP 12-203 (the "Guidelines"), including the issuance of bi-weekly default status reports in the form of news releases.

Pursuant to the Guidelines, the Company confirms that, as of the date of this news release and except as noted above, (a) there have been no changes to the information contained in the Default Announcement that would reasonably be expected to be material to an investor; (b) there have been no failures by the Company to fulfill its stated intentions with respect to satisfying the provisions of the alternative reporting guidelines under NP 12-203; (c) there has not been, nor is there anticipated to be, any specified default subsequent to the default which is the subject of the Default Announcement; and (d) there is no other material information concerning the affairs of the Company that has not been generally disclosed.

### **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.

For more information, please contact:

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*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. 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.**