

PanGenomic Health Announces Plans to Settle Outstanding Debts of \$1 Million in Private Placement Offering

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Vancouver, British Columbia, May 17 2024 – PanGenomic Health Inc. (“PanGenomic Health” or the “Company”) (CSE: NARA) is pleased to announce that the Company intends to settle outstanding indebtedness in the amount of approximately \$1,000,000 through a private placement offering (the “**Offering**”) of an aggregate of approximately 20,000,000 units (the “**Units**”) of the Company at a price of \$0.05 per Unit.

Each Unit will consist of one Class A Common share in the capital of the Company (each a “**Common Share**”) and one share purchase warrant (each a “**Warrant**”), with each Warrant being exercisable for one additional Common Share (a “**Warrant Share**”) at a price of \$0.10 per Warrant Share for a period of 24 months from the date of issuance. If the closing price of the Common Shares is greater than or equal to \$0.20 for a period of 10 consecutive trading days, the Company may accelerate the expiration of the Warrants to the date that is 30 days after the issuance of a news release announcing such acceleration. The outstanding indebtedness to be settled in the Offering consist of cash loans advanced to the Company as well as trade payables owed by the Company.

The sale of the Units, and the Common shares and Warrant Shares thereunder, will result in the issuance of more than 100% of the current number of issued and outstanding Common Shares of the Company. The Canadian Securities Exchange (the “**CSE**”) has approved the Company’s reliance on an exemption from the shareholder approval requirements in Section 4.6(2)(b) of CSE Policy 4 – *Corporate Governance, Security Holder Approvals and Miscellaneous Provisions* on the basis that the Company is in serious financial difficulty and that the Company’s sole independent director has determined that the Offering is in the best interests of the Company and that it is not feasible to obtain securityholder approval in a timely manner. No Related Persons (as that term is defined in the policies of the CSE) will participate in the Offering Accordingly, the Company will not hold a vote of its shareholders to approve the sale of the Units under the Offering.

The securities issued pursuant to the Offering are subject to a four month plus one day hold period under applicable Canadian securities laws.

Pursuant to the policies of the Canadian Securities Exchange, the Offering is expected to close five business days from the date of this announcement.

This news release does not constitute an offer of securities for sale in the United States. The securities being offered have not been, nor will they be, registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”) or any applicable state securities laws. Such securities may not be offered or sold within the United States except pursuant to an effective registration statement under the U.S. Securities Act and the securities laws of any applicable state in the United States or pursuant to an available exemption from the registration requirements thereof.

About PanGenomic Health Inc.

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.

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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. 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 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.sedar.com.