

**PANGENOMIC HEALTH INC.**

**INTERIM MD&A – QUARTERLY HIGHLIGHTS**

**Period Ended June 30, 2024**

The following Interim Management Discussion and Analysis – Quarterly Highlights (“Quarterly Highlights”) of Pangenomic Health Inc. (“PHI” or the “Company”) has been prepared to provide material updates to the business operations, liquidity and capital resources of the Company since its last management discussion and analysis, being the Management Discussion and Analysis (“Annual MD&A”) for the fiscal year ended December 31, 2023. This Quarterly Highlights does not provide a general update to the Annual MD&A, or reflect any nonmaterial events since the date of the Annual MD&A.

This Quarterly Highlights has been prepared in compliance with the requirements of section 2.2.1 of Form 51-102F1, in accordance with National Instrument 51-102 – Continuous Disclosure Obligations. This Quarterly Highlights should be read in conjunction with the Annual MD&A, the audited consolidated financial statements of the Company for the year ended December 31, 2023 and the unaudited condensed interim consolidated financial statements for the six months ended June 30, 2024, together with the notes thereto. In the opinion of management, all adjustments (which consist only of normal recurring adjustments) considered necessary for a fair presentation have been included. The results for the six months ended June 30, 2024 are not necessarily indicative of the results that may be expected for any future period. Information contained herein is presented as at August 26, 2024 (the “Report Date”), unless otherwise indicated.

The unaudited condensed interim consolidated financial statements for the six months ended June 30, 2024, including comparatives, have been prepared in accordance with International Accounts Standards (“IAS”) 34, “Interim Financial Reporting” using accounting policies consistent with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and Interpretations issued by the International Financial Reporting Interpretations Committee (“IFRIC”).

External auditors, appointed by the shareholders, have not audited or reviewed the financial statements for the six-month period ended June 30, 2024 and did not perform the tests deemed necessary to enable them to express an opinion on these unaudited condensed interim financial statements.

For the purposes of preparing this Quarterly Highlights, management, in conjunction with the Board of Directors, considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of the Company’s common shares; or (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board of Directors, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

All dollar amounts included therein and in the following Quarterly Highlights are in Canadian dollars, the reporting and functional currency of the Company, except where noted.

## **FORWARD-LOOKING STATEMENT**

Certain statements contained in this Quarterly Highlights may constitute “forward-looking statements”. Such term is defined in applicable securities laws. Forward-looking statements involve known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors and assumptions include, among others, uncertainty relating to the Company’s ability to successfully execute its business plans and intentions, the ability of the Company to raise additional capital to complete its business plans and fund its research and development activities, the commercial viability of the Company’s products under development, the continued availability of key leadership personnel and the ability to attract and retain qualified personnel, general business, economic, and competitive uncertainties; the limited operating history of the Company; the ability to protect, maintain and enforce intangible property rights; future growth plans and the ability to meet business objectives; the acceptance by customers and the marketplace of new products; ability to attract and retain personnel; and expectations with respect to advancement and adoption of new product lines.

While the Company considers these assumptions to be reasonable, the assumptions are inherently subject to significant business, social, economic, political, regulatory, competitive and other risks and uncertainties, contingencies and other factors that could cause actual performance, achievements, actions, events, results or conditions to be materially different from those projected in the forward-looking information. Many assumptions are based on factors and events that are not within the control of the Company and there is no assurance they will prove to be correct.

Forward-looking information involves known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of the Company to differ materially from any future results, performance or achievements expressed or implied by the forward-looking information. Accordingly, readers should not place undue reliance on any such forward-looking information. Further, any forward-looking statement speaks only as of the date on which such statement is made. New factors emerge from time to time, and it is not possible for the Company's management to predict all of such factors and to assess in advance the impact of each such factor on the Company's business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. The Company does not undertake any obligation to update any forward-looking information to reflect information, events, results, circumstances or otherwise after the date hereof or to reflect the occurrence of unanticipated events, except as required by law including securities laws.

## **Overview**

PHI is a precision health company registered as a benefit company under the laws of British Columbia. The Company's benefit statement is to improve the health and wellness of people by providing a technology platform that identifies plant-based solutions tailored to the health profile of each individual. Through its subsidiaries, Pangenomic Technologies Corp. ("PTC"), MUJN Diagnostics Inc. ("MUJN") and Mindleap Health Inc. ("Mindleap"), the Company is developing a self-care digital platform to deliver personalized, evidence-based information about natural treatments to support a user's specific health needs. The Company's vision is that all people will have access to affordable and effective natural remedies for better health and wellness. The Company's initial focus will be to provide information on personalized natural mental health solutions. PHI'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.

The Company's Articles provide that the Company commits to promoting the following public benefits:

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, as the Company's board of directors may from time to time determine to be appropriate.

The Company's Articles further provide that the Company commits to conducting the Company's business in a responsible and sustainable manner, and to promote the above public benefits.

## **Products and Services**

The Company, through its subsidiaries, is developing its products using machine learning functionality to enable predictive analytics and personalization of mental health support resources. Community-based supported resources are curated by leveraging machine learning models using sentiment analysis.

The core products offered by the Company are a mobile app for consumers ("Nara"), a telehealth mental health app and telehealth platform for consumers ("Mindleap") and a clinical decision support platform for health practitioners ("MUJN"). The Nara mobile app provides consumers with a knowledge base tailored to an individual's unique user profile, leveraging input from mental health questionnaires, current drug treatment regimen, genomic sequencing analysis, as well as their protein and microbiome biomarker reports. The Mindleap platform provides a broad variety of tools and resources to help individuals

understand and improve their inner wellness. Mindleap is a community platform that aims to foster the conscious and responsible adoption of holistic mental health offerings. The MUJN clinical decision support platform will provide health practitioners with access to the consumer's mobile app data and their diagnostic reports. This enhances identification of appropriate natural remedy treatments and allows practitioners to track their patient's natural treatment progress and effectiveness. The Company's planned lab-based services will provide health practitioners with proprietary genetic and protein biomarkers point of care diagnostics tests that will be developed to assist in tracking patient response to natural treatments. Until the Company is able to develop its own labs services, it will rely on third-party diagnostic labs for multi-omic analysis of blood, urine, stool and saliva specimens.

#### *App for Consumers*

The Company's Nara mobile app provides users with personalized information about non-pharmaceutical alternatives to address mental health concerns. The Nara app is available for download in North America, United Kingdom, Ireland, Germany, Spain, France, Australia and New Zealand on the Apple App Store and the Google Play Store. The Company anticipates updates to be released each quarter. The free Nara App includes a plant medicine library, curated articles, a mental wellness tracker, a community forum and access to DNA insight reports to learn how genetics may impact the effectiveness of natural remedy solutions. The Company anticipates that the Nara app will be used by a wide-range of consumers interested in information about alternative plant-based medicine.

At appropriate stages, the app will refer consumers to a local health practitioner for professional treatment, and the individual will have the option to make their app data available to the health practitioner in the Company's MUJN platform. As the Nara app develops a deeper profile of the consumer through questionnaires, journaling and biomarker and genomics testing, it will provide more tailored information to the consumer about natural treatments.

The Mindleap app is an all-in-one app and telehealth platform that provides holistic mental health and resilience through access to educational information about general wellness solutions including psychedelic-assisted therapies (PAT) and access to health practitioners involved in non-PAT treatments for mental health and wellness through the platform for consumers who are interested in accessing telehealth services from health practitioners practicing wellness treatments, such as breathwork and meditation. The Mindleap app is available for download worldwide on the Apple App Store and the Google Play Store. Mindleap's aim is to improve the delivery of mental wellness, from mood disorders to everyday resilience and capacity building, by providing a more cost-efficient all-in-one app and telehealth platform that improves accessibility, and saves time for users and clinicians alike. New content will be added to the Mindleap library that educates and guides users through leading-edge programs and new tools, such as Internal Family Systems (IFS), Non-Sleep Deep Rest (NSDR) and Vagal Nerve Stimulation (VNS).

The Nara and Mindleap apps handle highly personal health data, and the Company plans to ensure that such data will be strongly encrypted. Data shared within the app is owned by the user and will not be shared with third party organizations without the user's consent. The Company will adhere to the health data and privacy laws in relevant jurisdictions, such as compliance with the Health Insurance Portability and Accountability Act (HIPAA) in the United States.

#### *Clinical Decision Support Platform for Health Practitioners*

Targeted customers of the MUJN clinical decision support system will be health practitioners that are interested in tracking progress with natural remedy treatments for mental health conditions by analyzing symptoms, and indication specific protein/genetic biomarkers in a patient's biological samples.

The Company is developing the MUJN DSS to provide health practitioners with access to user health data, and the ability to: track patient natural medicine treatments, track patient symptoms, order MUJN biomarker diagnostics and eventually track prognosis using data analytics. In addition, MUJN will receive new patient referrals via Nara's referral access to alternative care providers. The Company plans to launch the MUJN clinical platform in Canada by the fourth quarter of 2024 with planned updates to be released each quarter

and expansion into the United States thereafter. The Company anticipates that the clinic platform will be used by a variety of health-practitioners including medical doctors, naturopathic doctors, pharmacists, herbalists and counselors.

The clinic platform will eventually allow access and analyze data from pharmacogenomics, biomarker, nutrigenomics and ethnobotany research, together with data from an individual's genome sequence (whole genome, whole exome or single nucleotide polymorphisms), an individual's protein biomarkers and gut microbiome profile. By aggregating and curating health data from active and passive sources, the MUJN clinic platform translates data into concise, actionable insights for a health practitioner that provide targeted information for effective treatment of patients using a variety of alternative treatments.

Many alternative remedy compounds contain active ingredients that bind to and activate key receptors in the body. One of the challenges of using natural treatments is the differential individual patient dose responses, change in tolerance within individual patients and the inability to effectively monitor patients undergoing treatment effectively in a quantitative manner. Monitoring a patient's biomarker levels, determining appropriate dosing and confirming efficacy will assist in driving appropriate usage and demand for alternative treatments.

Underpinning the Company's MUJN platform will be the scalable Excelar digital health platform acquired by the Company that provides:

- A secure data capture and analytics platform;
- Proven privacy & security compliance data management;
- Electronic health/medical records integration;
- Cross linking and integration of data across patient continuum of care; and
- User consent support for research data and data sharing for clinical referrals.

The Company, through its subsidiary, MUJN, offers Vitamin D assessment services and BDNF (brain-derived neurotrophic factor) mental health biomarker health assessment service.

### **Corporate Overview**

During the period ended June 30, 2024, Vincent Lum resigned as a director of the Company. Mr. Lum, the previous CEO and a co-founder of PHI, will continue to serve as the CEO, President, Executive Chair and a director of the Company's subsidiary, MUJN Diagnostics Inc.

During the period ended June 30, 2024, the Company appointed Francisco Kent Carasquero as a director of the Company. Mr. Carasquero previously served as the VP Finance and a director of the Company and has acted as a corporate finance consultant to the Company since its listing on the CSE.

Effective March 21, 2024, the Company completed a consolidation (the "Consolidation") of all of its issued and outstanding Class A Common Shares ("Common Shares") on the basis of ten (10) pre-Consolidation Common Shares for every one (1) post-Consolidation Common Share was completed. Immediately upon completion of the Consolidation, there were 10,496,748 Common Shares issued and outstanding. No fractional Common Shares were issued as a result of the Consolidation. Fractional Common Shares equal to or greater than one-half (1/2) were rounded up to the one whole number. Fractional Common Shares equal to less than one-half (1/2) were cancelled without any repayment of capital or other compensation.

The Common Shares began trading on a consolidated basis on the Canadian Securities Exchange (the "CSE") on March 21, 2024. The new CUSIP number for the post-Consolidation Common Shares is 69842E304 and the new ISIN is CA69842E3041. The Common Shares continue to trade on the CSE under the symbol "NARA", and the Company's name did not change. All Common Shares and per common share amounts in this Quarterly Highlights have been retroactively restated to reflect the Consolidation.

Management of the Company believes that the Consolidation will provide the Company with a share structure that will better attract future capital financing and enhance growth opportunities.

During the period ended June 30, 2024, the Company completed a settlement of outstanding indebtedness through a private placement offering (the "Offering") of an aggregate of 21,502,320 units valued at \$2,150,232 resulting in a loss on settlement of debt of \$1,075,116. Each unit consisted of one common share and one share purchase warrant with each exercisable at a price of \$0.10 per common share for a period of 2 years 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 share purchase warrants to the date that is 30 days after the issuance of a news release announcing such acceleration. The indebtedness settled in the Offering consisted of cash loans advanced to the Company as well as accounts payable owed by the Company. The Company issued 21,502,320 warrants with a fair value of \$0.056 per warrant in connection with the Offering resulting in a loss on settlement of debt of \$1,204,808.

On July 3, 2024, the British Columbia Securities Commission ("BCSC") issued a Cease Trade Order in respect of trading in the Company's shares due to the Company's failure to file audited annual consolidated financial statements for the financial year ended December 31, 2023 prior to expiration of the original filing deadline of April 29, 2024 and the extended filing deadline of June 28, 2024 as set out in the Management Cease Trade Order issued by the BCSC on April 30, 2024. On July 30, 2024, the Company filed its audited financial statements for the year ended December 31, 2023, and unaudited condensed interim consolidated financial statements for the period ended March 31, 2024. The BCSC issued a Revocation Order revoking the Cease Trade Order on July 31, 2024.

### **Future Plans**

The Company through its subsidiary, MUJN, will focus on generating revenue from monthly subscription fees and one-time fees paid by health practitioners for access to the PGx platform and diagnostic tests, which will provide treatment analytics. Revenue is also expected to be earned by the Company's subsidiary, PTC, from monthly subscription fees and one-time fees paid by consumers for access to premium services on the Nara app. The Company subsidiary, Mindleap, is expected to launch a marketing campaign and generate subscription and fee sharing revenue from Mindleap's app users and health specialists.

### **Proposed transactions**

During the period ended June 30, 2024, the Company signed a non-binding letter of intent with Crescita Capital LLC ("Crescita Capital") for a \$5 million equity drawdown facility ("Equity Drawdown Facility").

Under the proposed non-revolving Equity Drawdown Facility, PHI will have three years to utilize the \$5 million for general working capital purposes and strategic acquisitions. PHI can draw down funds from the Equity Drawdown Facility from time to time during the three year term at PHI's discretion by providing a notice to Crescita Capital. In consideration for advances made by Crescita Capital under the Equity Drawdown Facility, PHI will allot and issue units to Crescita Capital at an issue price equal to the greater of 85% of the average closing bid price of PHI's common shares on the CSE during the 10 trading days immediately prior to the closing date of each drawdown and the minimum issue price permitted by the CSE (the "Issue Price"). Each unit issued under the Equity Drawdown Facility will be comprised of one common share and one-half of one common share purchase warrant (a "Warrant"). Each Warrant will be exercisable for three years from the date of issue at an exercise price equal to the greater of 125% of the Issue Price and the minimum exercise price permitted by the CSE.

## Discussion Of Operations

The Company incurred a net loss and comprehensive loss of \$2,760,801 (2023 - \$2,019,661) for the six months ended June 30, 2024. The increase was primarily due to a non-cash loss on settlement of debt of \$2,279,924 relating to the fair value of the Offering.

Details of material expenses are as follows:

- advertising and promotion of \$6,452 (2023 - \$57,801) primarily relating to a service agreement entered into whereby the service provider would launch a strategic digital marketing campaign to build brand recognition and awareness and to gain access to potential customers, vendors and partners. The decrease is due to the slowdown in operations due to the current market conditions;
- consulting fees of \$135,740 (2023 - \$560,401) relating to various services pertaining to potential business ventures including consulting fees to related parties. The decrease is due to the slowdown in operations due to the current market conditions;
- professional fees of \$68,207 (2023 - \$258,909) relating to accounting and legal work primarily relating to standard regulatory compliance;
- rent of \$Nil (2023 - \$3,600) for a short-term office space. The reduction resulted in the cancellation of the short-term office space;
- transfer agent and filing fees of \$15,600 (2023 - \$105,336) relating to the decrease in the issuance of shares;
- research and development of (\$14,839) (2023 - \$224,852) relating to developing the Company's products using machine learning functionality to enable predictive analytics and personalization of mental health support resources;

	June 30, 2024	June 30, 2023
	\$	\$
<hr/> <i>App for Consumers</i> <hr/>		
Mindleap consulting		49,516
Mindleap recovery in R&D	(230)	-
Nara Consulting	508	79,574
<i>Clinical Decision Support Platform for Health Practitioners</i>		
MUJN recovery in R&D	(24,977)	-
MUJN Consulting	9,860	95,762
<b>Total</b>	<b>(14,839)</b>	<b>224,852</b>

- wages and benefits of \$124,646 (2023 - \$450,047) relating to the hiring of management as outlined in the long form prospectus and employees for development resource, market analysts and research and development. During the month of June 30, 2023, following a slowdown in operations, the Company laid off employees;
- Non-cash share-based compensation of \$72,944 (2023 - \$148,693) relating to the value of performance warrants and stock options vested during the period, and the incremental fair value of certain warrants modified during the period; and
- Non-cash loss on settlement of debt of \$2,279,924 (2023 - \$Nil) relating to the fair value of the Offering.

The Company incurred a net loss and comprehensive loss of \$2,542,052 (2023 - \$961,441) for the three months ended June 30, 2024. The increase was primarily due to a non-cash loss on settlement of debt of \$2,279,924 relating to the fair value of the Offering.

Details of material expenses are as follows:

- advertising and promotion of \$Nil (2023 - \$12,233) primarily relating to a service agreement entered into whereby the service provider would launch a strategic digital marketing campaign to build

brand recognition and awareness and to gain access to potential customers, vendors and partners. The decrease is due to the slowdown in operations due to the current market conditions;

- consulting fees of \$79,650 (2023 - \$272,105) relating to various services pertaining to potential business ventures including consulting fees to related parties. The decrease is due to the slowdown in operations due to the current market conditions;
- professional fees of \$27,901 (2023 - \$148,795) relating to accounting and legal work primarily relating to standard regulatory compliance;
- rent of \$Nil (2023 - \$1,800) for a short-term office space. The reduction resulted in the cancellation of the short-term office space;
- transfer agent and filing fees of \$4,452 (2023 - \$40,354) relating to the decrease in the issuance of shares;
- research and development of \$9,370 (2023 - \$64,868) relating to developing the Company's products using machine learning functionality to enable predictive analytics and personalization of mental health support resources;

	<b>June 30, 2024</b>	<b>June 30, 2023</b>
	\$	\$
<hr/> <i>App for Consumers</i> <hr/>		
Mindleap consulting	-	6,320
Mindleap recovery in R&D	(119)	-
Nara Consulting	-	23,508
<i>Clinical Decision Support Platform for Health Practitioners</i>		
MUJN Consulting	9,489	35,040
<b>Total</b>	<b>9,370</b>	<b>64,868</b>

- wages and benefits of \$62,323 (2023 - \$206,851) relating to the hiring of management as outlined in the long form prospectus and employees for development resource, market analysts and research and development. During the month of June 30, 2023, following a slowdown in operations, the Company laid off employees;
- Non-cash share-based compensation of \$34,069 (2023 - \$87,088) relating to the value of performance warrants and stock options vested during the period, and the incremental fair value of certain warrants modified during the period; and
- Non-cash loss on settlement of debt of \$2,279,924 (2023 - \$Nil) relating to the fair value of the Offering.

### **Liquidity And Financial Condition**

During the period ended June 30, 2024, the Company has not generated any revenues. The Company started the year with working capital deficiency of \$2,155,116. As at June 30, 2024, the Company had a working capital deficiency of \$1,483,397 and an accumulated deficit of \$20,715,237. The Company's performance was as follows:

	<b>June 30, 2024</b>	<b>June 30, 2023</b>
	\$	\$
Cash used in operating activities	(43,941)	(1,112,997)
Cash used in investing activities	-	(3,142)
Cash provided by financing activities	45,283	1,027,618

#### *Operating Activities*

Operating activities generated a net cash outflow of \$43,941 (2023 - \$1,112,997). The use of cash decrease is primarily attributable to a slowdown in operations resulting from the Company not yet generating any revenue and relying on the current market conditions and the recovery of grant funds from Circle Innovation.



*Investing Activities*

Investing activities consisted of the purchase of equipment totaling \$3,142 during the period ended June 30, 2023.

*Financing Activities*

The cash inflow relates to proceeds received from units issued, warrants exercised and loans and repayment of loans.

The continued operations of the Company are dependent on its ability to generate future cash flows or obtain additional financing through debt or equity. Management is of the opinion that sufficient working capital will be obtained from external financing to meet the Company's liabilities and commitments as they become due, although there is a risk that additional financing will not be available on a timely basis or on terms acceptable to the Company. These factors may cast significant doubt on the Company's ability to continue as a going concern. These financial statements do not reflect any adjustments that may be necessary if the Company is unable to continue as a going concern.

**Related Party Disclosures**

As at the Report Date, the directors, officers and management of the Company are as follows:

Maryam Marissen, CEO, President and Director  
 Robert Nygren, Executive Chair and Director  
 Francisco Kent Carasquero, Director  
 Tammy Gillis, Chief Financial Officer ("CFO"), Treasurer and Secretary  
 Kaidong Zhang, Chief Scientific Officer ("CSO")  
 Vincent Lum, CEO and President of MUJN, Former Director and former CEO and President of PHI  
 Colin Quon, Chief Technology Officer ("CTO") of MUJN,

Key management personnel are the persons responsible for the planning, directing and controlling the activities of the Company and includes both executive and non-executive directors, and entities controlled by such persons. The Company considers all Directors and Officers of the Company to be key management personnel. The following are the remuneration of the Company's related parties:

	Six months ended	
	June 30, 2024	June 30, 2023
	\$	\$
CEO, for wages incurred	30,000	82,500
CFO, for consulting fees	37,500	37,500
Executive Chair and Director, for wages incurred	30,000	62,500
CSO, for wages incurred	24,750	43,915
Former CEO and former director, for wages	7,500	84,915
Company controlled by a Director, for consulting fees	60,000	-
Company controlled by the CTO, for consulting fees	-	30,000
Company controlled by the CTO, for research and development	-	69,999
Company controlled by a Director, for consulting fees and director's fees	-	60,000
Director, for consulting fees and director's fees	-	60,000
Share-based compensation	74,176	86,528
	263,926	617,857

Amounts due to related parties are non-interest bearing, unsecured and due on demand.

	June 30, 2024	December 31, 2023
	\$	\$
CEO	102,500	72,500
CFO	60,788	26,250
Companies controlled by the CTO of MUJN	13,125	13,125
CSO	40,615	15,865
Executive Chair and company controlled by the Executive Chair	202,000	156,500
Company controlled by a former Director*	-	31,500
Former Director*	-	67,250
CEO of Mujn and former Director	99,500	69,500
Director and company controlled by Director	177,176	-
	695,704	452,490

\* Amounts owing to former director and companies controlled by former directors have been reclassified to accounts payable at June 30, 2024.

### **Risk And Uncertainties**

Risk is inherent in all business activities and cannot be entirely eliminated. Our goal is to enable the Company's business processes and opportunities by ensuring that the risks arising from our business activities, the markets and political environments in which we operate are mitigated. The risks and uncertainties described in the Annual MD&A for the year ended December 31, 2023 are considered by management to be the most important in the context of the Company's business and are substantially unchanged as of the Report Date. Those risks and uncertainties are not inclusive of all the risks and uncertainties the Company may be subject to and other risks may apply.

### **Approval**

The Board of Directors of the Company has approved the disclosure contained in this Quarterly Highlights.