

FORM 51-102F3

MATERIAL CHANGE REPORT

**Item 1. Name and Address of Company**

**PanGenomic Health Inc. (the "Company")**  
315-1275 West 6th Avenue  
Vancouver, BC V6H 1A6

**Item 2. Date of Material Change**

January 9, 2025.

**Item 3. News Release**

The news release was issued on January 9, 2025 and disseminated by TheNewswire.

**Item 4. Summary of Material Change**

On January 9, 2025, the Company announced its intention to amend the exercise price of 4,300,464 outstanding share purchase warrants (the "**Warrants**").

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

The Company announced that it intends to amend the exercise price of a total of 4,300,464 Warrants having a current exercise price of \$0.50 per Share (as defined herein) (on a post-consolidation basis) to \$0.17 per Share (the "**Warrant Repricing**"). Effectiveness of the proposed Warrant Repricing is subject to the unanimous approval of the registered holders of the Warrants.

The Warrants were issued by the Company on or about May 27, 2024, with each Warrant exercisable to acquire one Class A Common Share in the capital of the Company (the "**Shares**") for a period expiring on May 27, 2026. The expiry date of the Warrants after the Warrant Repricing will remain unchanged. However, if, at any time after the Warrant Repricing becomes effective, the closing price of the Shares, as quoted by the Canadian Securities Exchange (the "**CSE**"), is equal to or greater than \$0.23 per Share for 10 consecutive trading days, the expiration date of the Warrants will automatically be accelerated to the date that is 30 calendar days after the date of such 10 consecutive trading day period.

Under the policies of the CSE, the proposed Warrant Repricing is subject to the unanimous consent of the registered holders of the outstanding Warrants. If the Warrant Repricing is approved by holders of the Warrants, it is expected that replacement Warrant certificates will not be issued and that notice of the amendment will be sent to holders of the Warrants. None of the Warrants are held by "related parties" of the Company.

**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**

January 9, 2025.