

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

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

Item 2. Date of Material Change

December 31, 2024 and January 10, 2025.

Item 3. News Release

The news releases (the "News Releases") were issued on December 31, 2024 and January 10, 2025, respectively, and were disseminated by TheNewswire.

Item 4. Summary of Material Change

On December 31, 2024, the Company announced a private placement offering of up to 7,500,000 units ("Units") of the Company at a price of \$0.10 per Unit for aggregate gross proceeds, and to settle total indebtedness, of up to \$750,000 (the "Offering").

On January 10, 2025, the Company announced the closing of the Offering of 7,500,000 Units at a price of \$0.10 per Unit for aggregate gross proceeds of \$750,000, consisting of \$50,000 in cash and the settlement of outstanding indebtedness of \$700,000.

Each Unit consists of one (1) Class A Common share in the capital of the Company (a "Common Share") and one share purchase warrant (a "Warrant"), with each Warrant being exercisable for one (1) additional Common Share (a "Warrant Share") at a price of \$0.13 per Warrant Share for a period of twenty-four (24) months from the date of issuance. If the closing price of the Common Shares is greater than or equal to \$0.26 for a period of ten (10) consecutive trading days, the Company may accelerate the expiration of the Warrants to the date that is thirty (30) days after the issuance of a news release announcing such acceleration.

The Company intends to use the net cash proceeds of the Offering for general corporate and working capital purposes.

The indebtedness settled as part of the Offering consists of cash loans advanced to the Company as well as trade payables owed by the Company.

Item 5. Full Description of Material Change

See the News Releases 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

January 10, 2025.

SCHEDULE "A"

NEWS RELEASES

(See attached)

PanGenomic Health Announces Private Placement Offering for Gross Proceeds and to Settle Indebtedness of up to \$750,000

Not for distribution to United States Newswire Services or for dissemination in the United States

Vancouver, British Columbia, December 31, 2024 – PanGenomic Health Inc. (“PanGenomic Health” or the “Company”) (CSE: NARA) is pleased to announce a private placement offering (the “**Offering**”) of an aggregate of up to 7,500,000 units of the Company (the “**Units**”) at a price of \$0.10 per Unit for gross proceeds, and to settle outstanding indebtedness, of up to an aggregate of \$750,000 (the “**Offering**”).

Each Unit will consist of one (1) Class A Common share in the capital of the Company (each a “**Common Share**”) and one (1) share purchase warrant (each a “**Warrant**”), with each Warrant being exercisable for one (1) additional Common Share (a “**Warrant Share**”) at a price of \$0.13 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 \$0.26 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 as part of the Offering consists 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. In accordance with Policy 4 of the Canadian Securities Exchange (the “**CSE**”), shareholders of the Company holding more than 50% of the outstanding Common Shares as at December 6, 2024 approved the Offering by written consent.

The securities issued pursuant to the Offering will be subject to a four (4) month plus one (1) day hold period under applicable Canadian securities laws.

Certain directors and officers of the Company (the “**Insiders**”) may participate in the Offering, and such participation would be considered a “related party transaction” as defined under Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* (“MI 61-101”). The Company expects to be exempt from the requirement to obtain a formal valuation and minority shareholder approval in connection with the Insiders’ participation in the Offering in reliance of Sections 5.5(a) and 5.7(a) of MI 61-101, respectively, on the basis that the Insiders’ participation in the Offering is not expected to exceed 25% of the fair market value of the Company’s market capitalization.

Pursuant to the policies of the CSE, the Offering will close no earlier than five (5) 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.

For more information, please contact:

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778) 743-4642
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Maryam Marissen, President & CEO
PanGenomic Health Inc.
778) 743-4642
info@pangenomic.com

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.sedarplus.ca.

PanGenomic Health Closes Private Placement Offering for Cash Proceeds and to Settle Indebtedness totalling \$750,000

Not for distribution to United States Newswire Services or for dissemination in the United States

Vancouver, British Columbia, January 10, 2025 – PanGenomic Health Inc. (“PanGenomic Health” or the “Company”) (CSE: NARA) is pleased to announce it has completed its private placement offering (the “**Offering**”) of an aggregate of 7,500,000 units of the Company (the “**Units**”) at a price of \$0.10 per Unit for gross proceeds of \$750,000, consisting of \$50,000 in cash and the settlement of outstanding indebtedness of \$700,000 (the “**Indebtedness**”).

Each Unit consists of one (1) Class A Common share in the capital of the Company (each, a “**Common Share**”) and one (1) share purchase warrant (each, a “**Warrant**”), with each Warrant being exercisable for one (1) additional Common Share (a “**Warrant Share**”) at a price of \$0.13 per Warrant Share until January 10, 2027. If the closing price of the Common Shares is greater than or equal to \$0.26 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 Company intends to use the net cash proceeds of the Offering for general corporate and working capital purposes.

The Indebtedness settled as part of the Offering consists of cash loans advanced to the Company as well as trade payables owed by the Company.

The securities issued pursuant to the Offering are subject to a hold period expiring on May 11, 2025 under applicable Canadian securities laws.

Certain directors and officers of the Company (the “Insiders”) purchased an aggregate of 2,375,000 Units in settlement of \$237,500 of the Indebtedness as part of the Offering. Such participation is considered a “related party transaction” as defined under Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* (“MI 61-101”). The Company is exempt from the requirement to obtain a formal valuation and minority shareholder approval in connection with the Insiders’ participation in the Offering in reliance of Sections 5.5(a) and 5.7(a) of MI 61-101, respectively, on the basis that the Insiders’ participation in the Offering did not exceed 25% of the fair market value of the Company’s market capitalization.

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.

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society by providing a technology platform that identifies plant-based solutions tailored to the health profile of each individual.

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