

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1. Name and Address of Company

PreveCeutical Medical Inc. (the “PreveCeutical” or the “Company”)
2500 – 885 Cambie Street
Vancouver, British Columbia V6B 0R6

Item 2. Date of Material Change

September 1, 2024

Item 3. News Release

The news release dated September 3, 2024 was disseminated by Newsfile Corp.

Item 4. Summary of Material Change

The Company announced that it has entered into a Marketing Service Agreement dated effective September 1, 2024 (the “Agreement”) with Outside the Box Capital Ltd. (“OTB”), whereby OTB will provide the Company with certain marketing services (the “Services”).

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

See attached news release.

5.2 Disclosure for Restructuring Transactions

Not Applicable.

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

Stephen Van Deventer, CEO and Chairman
Telephone: 1 604 416 7777

Item 9. Date of Report

September 5, 2024

PreveCeutical Engages Outside The Box Capital Inc. to Provide Marketing Services

Vancouver, British Columbia--(Newsfile Corp. - September 3, 2024) - **PreveCeutical Medical Inc.** (CSE: PREV) (OTCQB: PRVCF) (FSE: 18H) (the "**Company**" or "**PreveCeutical**"), announces that it has entered into a Marketing Service Agreement dated effective September 1, 2024 (the "**Agreement**") with Outside the Box Capital Ltd. ("**OTB**"), whereby OTB will provide the Company with certain marketing services (the "**Services**").

As consideration for the Services, the Company will pay OTB a cash fee in the aggregate amount of \$150,000 and will grant an aggregate of 5,000,000 share purchase options (each, an "**Option**"). Each Option will entitle OTB to purchase one common share in the capital of the Company at a price of \$0.05 per share for a term of 12 months. The Options will vest immediately. The Options, and any common shares acquired upon the exercise thereof, will be subject to a statutory hold period of 4 months and 1 day from the date that the Options are granted.

Services

The Services will commence on September 3, 2024 and end on March 3, 2025. The Services will be comprised of marketing and distribution services to communicate information about the Company which will include:

- Plan content that is to be posted on the Company owned YouTube channel, is to be given to the Company on a biweekly basis.
- Work alongside the Company's team to establish an ambassador for the project to interact with community members and engage with investors.
- Assist in social media and other community-driving mediums, with the goal of creating more Company awareness and investor engagement.
- Promote Company insights and announcements to new communities with the intention of attracting new clients and other interested parties respecting the Company's products.
- Posting about PreveCeutical Medical Inc. on channels owned by OTB, such as X (formerly, Twitter).
- Featuring the Company in different influencer-based videos, driving more engagement to the Company's story.

The Services will be performed by Jason Coles, who is an arm's length person to the Company. OTB is located at 2202 Green Orchard Place, Oakville, On, L6H 4V4, and can be contacted at jason@outsidethebox.capital or Jason Coles (289) 259-4455

About PreveCeutical

PreveCeutical is a health sciences company that develops innovative options for preventive and curative therapies utilizing organic and nature-identical products. The Company aims to be a leader in the preventive health sciences sector.

With the completion of three of its research programs, the Company is actively working on the development, clinical trials, and commercialization of its products; and has filed a number of provisional patent applications to protect the intellectual property from its research programs.

For more information about PreveCeutical, please visit our website, www.PreveCeutical.com or follow us on [Twitter](#) and [Facebook](#).

On behalf of the Board of Directors of PreveCeutical

Stephen Van Deventer, Chairman and Chief Executive Officer

For further information, please contact:

Stephen Van Deventer: +1 604 306 9669
Or Investor Relations ir@preveceutical.com

Forward-Looking Statements:

This news release contains forward-looking statements and forward-looking information (collectively, "forward-looking statements") within the meaning of applicable Canadian and U.S. securities legislation, including the United States Private Securities Litigation Reform Act of 1995. All statements in this news release that are not purely historical are forward-looking statements and include statements regarding beliefs, plans, expectations and orientations regarding the future, including, without limitation, matters related to the Company's current and planned marketing program, and the anticipated results thereof. Often, but not always, forward-looking statements can be identified by words such as "will", "plans", "expects", "may", "intends", "anticipates", "believes", "proposes" or variations of such words including negative variations thereof and phrases that refer to certain actions, events or results that may, could, would, might or will occur or be taken or achieved. Forward-looking statements are based on certain assumptions regarding the Company, including expected growth, results of operations and its marketing program, performance, industry trends, growth opportunities, and that the Company will be able to obtain the required capital to carry out its planned future activities, retain and attract qualified research personnel and obtain and/or maintain the necessary intellectual property rights it needs to carry out its future business activities.

Actual results could differ from those projected in any forward-looking statements due to numerous factors including, risks and uncertainties relating to the Analgesic Program, complexities and delays in connection with research and development activities and the actual results of research and development activities, and the inability of the Company, to, among other things, obtain any required governmental, regulatory or stock exchange approvals, permits, consents or authorizations required, including Canadian Securities Exchange acceptance of any planned future activities, commercialize therapeutic and diagnostic technologies, execute its proposed business plans, pursue business partnerships, complete its research and product development programs as planned, including the Analgesic Program, and obtain the financing required to carry out its planned future activities. Other factors such as general economic, market or business conditions or changes in laws, regulations and policies affecting the healthcare and cannabis industries in Canada may also adversely affect the future results or performance of the Company. These forward-looking statements are made as of the date of this news release and, unless required by applicable law, the Company assumes no obligation to update the forward-looking statements or to update the reasons why actual results could differ from those projected in these forward-looking statements. Although the Company believes that the statements, beliefs, plans, expectations, intentions, and assumptions contained in this news release are reasonable, there can be no assurance that those statements, beliefs, plans, expectations, intentions, or assumptions will prove to be accurate. Readers should consider all of the information set forth herein and should also refer to other periodic reports provided by the Company from time to time. These reports and the Company's filings are available at www.sedarplus.ca.

Readers are cautioned that forward-looking statements are not guarantees of future performance or events and, accordingly, are cautioned not to put undue reliance on forward-looking statements due to the inherent uncertainty of such statements.



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