

**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**

October 30, 2024

**Item 3. News Release**

The news release dated October 30, 2024 was disseminated by **Newsfile Corp.**

**Item 4. Summary of Material Change**

On October 30, 2024, the Company announced that it had entered into a definitive agreement on October 29, 2024 (the “**Agreement**”) to sell certain intellectual property assets (the “**Assets**”) owned by itself and its affiliate, PreveCeutical (Australia) Pty Ltd. (“**PreveCeutical Australia**”) to BioGene Therapeutics Inc., a wholly owned subsidiary of the Company (“**BioGene**”) (the “**Acquisition**”).

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

**5.1 Full Description of Material Change**

On October 30, 2024, the Company announced that it had entered into the Agreement to sell the Assets owned by itself and its affiliate, PreveCeutical Australia to BioGene.

The Assets that BioGene will acquire include (i) the intellectual property arising from the ongoing research program by UniQuest Pty Ltd. for PreveCeutical Australia, but excluding any improvements to the Background IP (as hereinafter defined); (ii) the option provided to PreveCeutical Australia to obtain a license of the Background IP; and (iii) any other assets or intellectual property held by PreveCeutical and PreveCeutical Australia in connection with the commercialization of bio-responsive gene carrier-and-release systems for siRNA delivery in the treatment or prevention of diabetes and obesity. “**Background IP**” refers to all intellectual property developed at the University of Queensland in the research group of Dr. Harendra Parekh involving bioreducible amino acid derivatives, bioreducible peptide dendrimers

synthesized from the amino acid derivatives, and methods and know-how for producing such bio-reducible derivatives and dendrimers.

The aggregate purchase price for the Assets will be USD\$1,353,227 (the “**Purchase Price**”), of which USD\$500,000 will be paid in cash (the “**Cash Payment**”) and the remaining paid by the allotment and issuance of 16,000,000 common shares (each, a “**Consideration Share**”) in the capital of BioGene at a deemed price of USD\$0.0533 per Consideration Share. The Cash Payment will be paid within 24 months. Additionally, BioGene will compensate PreveCeutical for third-party accounting costs incurred for its valuation and audit up to a maximum of \$30,000.

PreveCeutical is committed to distributing a portion of the Consideration Shares to its shareholders (the “**Distribution**”), with the precise allocation of Consideration Shares to be distributed to be determined by the record date (as will be determined by PreveCeutical). At this time, PreveCeutical plans to allocate approximately 75% of the Consideration Shares for distribution, subject to the outcome of tax consultations and strategic planning for PreveCeutical’s future. Shareholders who are registered on the record date will be eligible for a pro-rata distribution, whereby each shareholder will receive an allocation of Consideration Shares proportionate to their current shareholding in PreveCeutical. Shareholders can expect further details and confirmation of the exact share distribution numbers, as well as confirmation regarding the record date, in the coming weeks.

Closing of the Acquisition remains subject to, without limitation, receiving all necessary consents and approvals, as well as the satisfaction of various closing conditions as set forth in the Agreement

**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**

November 04, 2024