

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address

Onco-Innovations Limited (the “**Company**”)
1309 - 7th Street SW,
Calgary, Alberta, T2R 1A5

Item 2 Date of Material Change

February 3, 2025

Item 3 News Release

The news release related to the Material Change was disseminated on November February 3, 2025, through the facilities of The Newswire and subsequently filed on SEDAR+.

Item 4 Summary of Material Change

On February 3, 2025, the Company announced, further to its news release dated January 22, 2025, that it had completed the acquisition (the “**Acquisition**”) of all of the outstanding share capital of Inka Health Corp. (“**Inka Health**”), a Canadian-based software company that pioneered the use of advanced AI-driven analytics and real-world multimodal data to revolutionize clinical research and drug development. In consideration for the Acquisition, the Company issued to the former holders of the Inka Health shares an aggregate of 1,775,147 common shares of the Company (“**Consideration Shares**”). All of the Consideration Shares were subject to resale restrictions whereby 10% would be released and tradeable four months from the closing date of the Acquisition (“**Closing Date**”), 15% of the remaining Consideration Shares would be released and tradeable within six months from the Closing Date, and a further 15% of the remaining amount would be released and tradeable every six months thereafter.

Furthermore, the Company announced that it had closed its previously announced (see news release dated January 27, 2025) non-brokered private placement (the “**Private Placement**”) of up to 408,164 units of the Company (the “**Units**”) at a price of \$2.45 per Unit, for aggregate gross proceeds of \$1,000,000. The proceeds from the Private Placement were designated for general working capital, corporate, and research and development purposes, including funding ongoing research studies, supporting the further development of Inka Health’s AI technology, and continuing to increase market awareness of the Company and its business activities.

Item 5 Full Description of Material Change

See attached news release.

Item 6 Reliance on Subsection 7.1(2) of National Instrument 51-102

This Report is not being filed on a confidential basis in reliance on subsection 7.1(2) or (3) of National Instrument 51-102.

Item 7 Omitted Information

No information has been omitted on the basis that it is confidential information.

Item 8 Executive Officer

Thomas O'Shaughnessy, CEO is knowledgeable about the Material Change and the Report and may be contacted at (236) 521-0626 or by email at investors@oncoinnovations.com.

Item 9 Date of Report

February 4, 2025

NEWS RELEASE

Onco-Innovations Completes Acquisition of Inka Health to Accelerate AI-Driven Cancer Research and Drug Development

Vancouver, Canada – February 3, 2025 – Onco-Innovations Limited (CSE: **ONCO**) (Frankfurt: **W1H**, WKN: **A3EKSZ**) ("**Onco**" or the "**Company**") is pleased to announce, further to its news release dated January 22, 2025, that it has completed the acquisition (the "**Acquisition**") of all of the outstanding share capital of Inka Health Corp. ("**Inka Health**"), a Canadian-based software company pioneering the use of advanced AI-driven analytics and real-world multimodal data to revolutionize clinical research and drug development. In consideration for the Acquisition, Onco has issued to the former holders of the Inka Health shares an aggregate of 1,775,147 common shares of the Company ("**Consideration Shares**"). All of the Consideration Shares are subject to resale restrictions whereby 10% will be released and tradeable four months from the closing date of the Acquisition ("**Closing Date**"), 15% of the remaining Consideration Shares will be released and tradeable within six months from the Closing Date, and a further 15% of the remaining amount will be released and tradeable every six months thereafter.

By integrating Inka Health's (www.inkahealth.ai) cutting-edge AI-driven analytics and multimodal data capabilities, Onco aims to enhance its ability to accelerate cancer detection, precision oncology research, and drug development. Inka Health has developed the proprietary SynoGraph™ platform, which merges genomic, proteomic, and multimodal datasets to uncover deep insights into disease mechanisms, potentially enabling more personalized and effective treatment strategies. Inka Health's technology simulates precision-medicine clinical trials, offering the potential to significantly streamline late-stage drug discovery and clinical research by reducing both time and cost. Backed by a robust network of genomics partnerships and the expertise of Dr. Steven Jones—Head of Bioinformatics and Co-Director of the Genome Sciences Centre in Vancouver, as well as a Distinguished Scientist at the BC Cancer Research Institute¹—Inka Health's expertise and technology is expected to strengthen Onco's capabilities in precision oncology.

Inka Health has built a strong track record of delivering innovative solutions in precision medicine, as evidenced by its partnerships with industry leaders such as AstraZeneca Canada, one of the world's largest pharmaceutical companies, and global data firm Quantify Research. These collaborations reflect Inka Health's established reputation for driving meaningful advancements in the field of science and research.

"The completion of this acquisition marks an important milestone for Onco, as it significantly enhances our ability to drive forward AI-powered precision oncology. Inka Health's cutting-edge technology and proven track record with industry leaders helps advance our capabilities in cancer therapeutic development and treatment. We are excited to integrate Inka's expertise into our operations as we continue to advance towards the next stages in the development of our technology and research," said Thomas O'Shaughnessy, CEO of the Company.

"Joining forces with Onco-Innovations marks an exciting step forward for Inka Health. By leveraging our combined capabilities, we aim to enhance the speed and precision of cancer research, enabling the potential for developments that were previously out of reach or extremely time-consuming. Our AI-driven technology is designed to unlock deeper insights into cancer biology, and I believe that together we can push the boundaries of data-driven research, accelerate the research and development for more effective treatments, and ultimately make significant strides towards advancing the field of oncology research," said Dr. Paul Arora, CEO of Inka Health.

¹ <https://www.inkahealth.ai/>

The Company is also pleased to announce that it has closed its previously-announced (see news release dated January 27, 2025) non-brokered private placement (the “**Private Placement**”) of 408,164 units of the Company (the “**Units**”) at a price of \$2.45 per Unit, for aggregate gross proceeds of \$1,000,000. The proceeds from the Private Placement will be used for general working capital, corporate and research and development purposes, including to continue to fund research studies, to provide funding to pursue the further development of Inka Health’s AI technology, and to continue to increase market awareness of Onco and its business activities. Pursuant to applicable securities laws, all securities issued under the Private Placement will be subject to a statutory hold period of four months and one day, expiring on June 4, 2025.

About Onco-Innovations Limited

Onco-Innovations is a Canadian-based company dedicated to cancer research and treatment, specializing in oncology. Onco’s mission is to prevent and cure cancer through pioneering research and innovative solutions. The Company has secured an exclusive worldwide license to patented technology that targets solid tumours, setting new standards in cancer treatment. Onco’s commitment to excellence and innovation drives it to develop advanced therapies that improve patient outcomes and offer hope in the fight against cancer.

ON BEHALF OF ONCO-INNOVATIONS LIMITED,

“Thomas O’Shaughnessy”
Chief Executive Officer

For more information, please contact:

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The CSE and Information Service Provider have not reviewed and do not accept responsibility for the accuracy or adequacy of this release.

Forward-Looking Statements Caution. This news release contains forward-looking statements, including in relation to the expected synergies relating to the acquisition of Inka Health, and the Company’s ability generally to realize the benefits therefrom, as well as in relation to the expected use of proceeds from the Private Placement, and to the prospects of the Company, and the Company’s business and plans generally, and other statements that are not historical facts. Forward-looking statements are often identified by terms such as “will”, “may”, “potential”, “should”, “anticipate”, “expects” and similar expressions. All statements other than statements of historical fact, included in this release are forward-looking statements that involve risks and uncertainties. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from the Company’s expectations include the failure to realize the anticipated benefits of acquiring Inka Health, that the Company may elect or need to utilize the proceeds of the Private Placement other than as disclosed herein, and other risks detailed from time to time in the filings made by the Company with securities regulators. The reader is cautioned that assumptions used in the preparation of any forward-looking information may prove to be incorrect. Events or circumstances may cause actual results to differ materially from those

predicted, as a result of numerous known and unknown risks, uncertainties, and other factors, many of which are beyond the control of the Company. The reader is cautioned not to place undue reliance on any forward-looking information. Such information, although considered reasonable by management at the time of preparation, may prove to be incorrect and actual results may differ materially from those anticipated. Forward-looking statements contained in this news release are expressly qualified by this cautionary statement. The forward-looking statements contained in this news release are made as of the date of this news release and the Company will update or revise publicly any of the included forward-looking statements as expressly required by applicable law.