51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

PreveCeutical Medical Inc. (the "**Company**")
2500 – 885 Cambie Street
Vancouver, BC V6B 0R6

Item 2 Date of Material Change

April 28, 2025

Item 3 News Release

The news release dated April 28, 2025 was disseminated via Newsfile Corp. on April 28, 2025.

Item 4 Summary of Material Change

The Company announced that, further to its news releases dated April 2, 2025 and April 14, 2025, it has closed an initial tranche (the "**Initial Tranche**") of its previously announced $700,000 non- brokered private placement (the "**Offering**"), which Initial Trance consisted of 19,666,700 units (each, a "**Unit**") of the Company at a price of $0.03 per Unit for gross aggregate proceeds of $590,001.

Item 5 Full Description of Material Change

On April 28, 2025, the Company closed the Initial Tranche of its Offering, which Initial Trance consisted of 19,666,700 Units at a price of $0.03 per Unit for gross aggregate proceeds of $590,001.

Each Unit is comprised of one (1) common share (each, a "**Share**") in the capital of the Company and one-half (1/2) of one Share purchase warrant (each whole warrant, a "**Warrant**"). Each Warrant entitles the holder thereof to purchase an additional Share (each, a "**Warrant Share**") at an exercise price of $0.05 per Warrant Share for a period of 24 months from the closing of the Initial Tranche (the "**Initial Tranche Closing**"), subject to an acceleration right, whereby the expiry date of the Warrants may be accelerated if the daily closing price of the Shares equals or exceeds $0.08 or greater on the Canadian Securities Exchange ("**CSE**") (or such other recognized securities exchange on which the Shares may then trade) for a minimum of ten consecutive trading days, in which event the Company may accelerate the expiry of the Warrants by giving notice via news release and, in such case, all of the then unexercised Warrants will expire on the 30th day after the date on which the news release is disseminated (the "**Acceleration Right**").

In connection with the Initial Tranche Closing, the Company paid finders fees to an eligible finder comprised of $7,200.08 in cash and issued 1,573,336 finder's Warrant (each, a "**Finder's Warrant**"). The Finder's Warrant are exercisable into one additional

Share at an exercise price of $0.05 per Share for 24 months from the Initial Tranche Closing, subject to the Acceleration Right.

The Company intends to use the aggregate gross proceeds of the Initial Tranche to pay outstanding payables, for operating expenses and for general working capital purposes.

The Company intends to close a second tranche for the remainder of the Offering in the coming weeks.

All securities issued in relation to the Initial Tranche are subject to a hold period expiring four months and one day after the Initial Tranche Closing, in accordance with applicable securities laws.

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

N/A

Item 7 Omitted Information

None

Item 8 Executive Officer

Stephen Van Deventer, CEO and Chairman
Telephone: 604.306.9669

Item 9 Date of Report

May 1, 2025