

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

Item 1. Name and Address of Company

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

Item 2. Date of Material Change

September 5, 2025

Item 3. News Release

The news release dated September 5, 2025 was disseminated and filed on SEDAR+ (www.sedarplus.ca) and with the CSE.

Item 4. Summary of Material Change

The company announced it has closed an initial tranche (the “Initial Tranche”) of its previously announced \$1,000,000 non-brokered private placement (the “Offering”), which Initial Tranche consisted of the issuance of 16,162,500 units (each, a “Unit”) of the Company at a price of \$0.04 per Unit for gross aggregate proceeds of \$646,500.

Item 5. Full Description of Material Change

For full details, please see the News Release attached 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

Stephen Van Deventer, CEO and Chairman
Telephone: 1 604 306 9669

Item 9. Date of Report

September 05, 2025

Schedule "A"



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DISSEMINATION IN THE UNITED STATES

News Release

September 5, 2025

PreveCeutical Closes Initial Tranche of Non-Brokered Private Placement

Vancouver, British Columbia: PreveCeutical Medical Inc. (the “Company” or “PreveCeutical”) (CSE: PREV, OTCQB: PRVCF, FSE: 18H), is pleased to announce that, further to its news release dated August 5, 2025, it has closed an initial tranche (the “**Initial Tranche**”) of its previously announced \$1,000,000 non-brokered private placement (the “**Offering**”), which Initial Tranche consisted of the issuance of 16,162,500 units (each, a “**Unit**”) of the Company at a price of \$0.04 per Unit for gross aggregate proceeds of \$646,500.

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 \$0.06 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 \$0.18 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 three eligible finders comprised of \$23,600 in cash and issued 590,000 finder’s Warrant (each, a “**Finder’s Warrant**”). The Finder’s Warrant are exercisable into one additional Share at an exercise price of \$0.06 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.

PreveCeutical 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.

The securities issued under the Offering, including those in the Initial Tranche, have not been and will not be registered under the United States *Securities Act of 1933*, as amended (the “**Securities Act**”), and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements under the Securities Act. This news release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

About PreveCeutical

PreveCeutical is a health sciences company that develops innovative options for preventive and curative therapies utilizing organic and nature identical products. PreveCeutical aims to be a leader in preventive health sciences and currently has five research and development programs, including: dual gene therapy for curative and prevention therapies for diabetes and obesity; the Sol-gel Program; Nature Identical™ peptides for treatment of various ailments; nonaddictive analgesic peptides as a replacement to the highly addictive analgesics such as morphine, fentanyl and oxycodone; and a therapeutic product for treating athletes who suffer from concussions (mild traumatic brain injury). 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

Neither the CSE nor any Market Regulator (as that term is defined in the policies of the CSE) accepts responsibility for the adequacy or accuracy of this release.

Forward-Looking Statements:

This news release includes certain “forward-looking statements” under applicable Canadian securities legislation that are not historical facts. Forward-looking statements involve risks, uncertainties, and other factors that could cause actual results, performance, prospects, and opportunities to differ materially from those expressed or implied by such forward-looking statements. Forward-looking statements in this news release include, but are not limited to, statements with respect to the expectations of management regarding the use of proceeds of the Initial Tranche and the closing of a subsequent tranche of the Offering. Although the Company believes that the expectations reflected in the forward-looking information are reasonable, there can be no assurance that such expectations will prove to be correct. Such forward-looking statements are subject to risks and uncertainties that may cause actual results, performance or developments to differ materially from those contained in the statements including that the proceeds of the Initial Tranche may not be used as stated in this news release, that the Company may not be able to close a subsequent tranche of the Offering and those additional risks set out in the Company’s public documents filed on SEDAR+ at www.sedarplus.ca. Although the Company believes that the assumptions and factors used in preparing

the forward-looking statements are reasonable, undue reliance should not be placed on these statements, which only apply as of the date of this news release, and no assurance can be given that such events will occur in the disclosed time frames or at all. Except where required by law, the Company disclaims any intention or obligation to update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise.