PanGenomic Health Announces Letter of Intent with Ayla BioScience

Vancouver, British Columbia, Canada, April 14, 2026 – PanGenomic Health Inc. (“PanGenomic Health” or the “Company”) (CSE: NARA, FSE:LL3) is pleased to announce that it has entered into a non-binding Letter of Intent (the “LOI”) dated April 13, 2026 with Ayla BioScience Inc. (“Ayla BioScience”), whereby the Company will acquire all of the issued and outstanding common shares of Ayla BioScience (the “Proposed Transaction”). Upon completion of the Proposed Transaction, the combined entity will continue the businesses of both PanGenomic Health and Ayla BioScience (the “Combined Business”).

Headquartered in the United States, with operational presence in Colombia, Ayla BioScience is a vertically integrated biomanufacturing company focused on developing and commercializing advanced functional food, nutraceutical and plant-based bioactive products. Ayla BioScience leverages proprietary solid-state fermentation and dehydration technologies that enhance efficiency and preserve the molecular integrity of bioactive compounds.

PanGenomic Health and Ayla BioScience will leverage their combined expertise in the natural health industry to create a broad suite of products that provide consumers and health practitioners with access to personalized medicine tools and sustainable, high-value natural products.

Transaction Terms

The Proposed Transaction is expected to be completed by way of a share exchange, merger, amalgamation, arrangement or other similar form of transaction whereby the shareholders of Ayla BioScience will receive common shares in the capital of the Company in exchange for their shares in the capital of Ayla BioScience. The final structure and form of the Proposed Transaction remains subject to satisfactory tax, corporate and securities law advice for both the Company and Ayla BioScience and will be set forth in a definitive agreement (the "Definitive Agreement") to be entered into among the parties.

Under the terms of the LOI, the outstanding shares of the Company, including (i) any shares of the Company issuable upon the exercise or conversion of all options, warrants, convertible notes or other securities or instruments exercisable or convertible for shares of the Company outstanding at the time the Definitive Agreement is entered into, and (ii) any securities issued or issuable pursuant to the Company Offering (as defined below), will constitute between 15-20% of the outstanding shares of the Combined Business. The outstanding shares of Ayla BioScience, including any shares of Ayla BioScience issuable upon the exercise or conversion of all options, warrants, convertible notes or other securities or instruments exercisable or convertible for shares of Ayla BioScience outstanding at the time the Definitive Agreement is entered into will be exchanged for common shares of the Combined Business constituting between 80-85% of the outstanding shares of the Combined Business. No finder's fee is expected to be paid in connection with the Proposed Transaction.

In conjunction with, or prior to the closing the Proposed Transaction, the Company intends to complete a private placement for gross proceeds of up to $2,000,000 (the "Company Offering"). The terms of the Company Offering will be determined in the context of the market at a price not less than the maximum permitted discount to the market price of the Company shares as of today's date. Additional details with respect to the Company Offering will be provided once determined.

Management and Governance

Following completion of the Proposed Transaction, PanGenomic Health's existing management team will retain leadership of the Canadian parent company, and Ayla BioScience's existing management team will retain leadership of the US and Colombian subsidiary businesses. The composition of the board of directors of the Company upon completion of the Proposed Transaction will be finalized in the Definitive Agreement. Full details will be disclosed upon finalization and execution of the Definitive Agreement.

Conditions and Approvals

Completion of the Proposed Transaction is subject to standard conditions, including, but not limited to:

- The negotiation of definitive terms for the Proposed Transaction and the negotiation and execution of the Definitive Agreement;

- Completion of satisfactory due diligence;

- Receipt of all required regulatory, corporate, and shareholder approvals, including approval of the shareholders of Ayla BioScience and, if required, the shareholders of PanGenomic Health;

- Acceptance of the Proposed Transaction by the Canadian Securities Exchange (the "CSE");

- Completion of the Company Financing;

- Delivery of financial statements of both PanGenomic Health and Ayla BioScience as required under applicable securities laws and the policies of the CSE; and

- No material adverse changes in either party.

There can, however, be no assurance that the Proposed Transaction will be completed as proposed or at all. The parties expect to finalize and execute the Definitive Agreement by early May 2026, with closing currently targeted on or before May 31, 2026.

The Proposed Transaction is expected to constitute a "Fundamental Change" as defined and in accordance with CSE Policy 8 and will result in a change of control of the Company. Trading in the common shares of the Company was halted pending dissemination of this release. Upon execution of a Definitive Agreement, trading in the common shares of the Company is expected to be halted pending the review of the Proposed Transaction by the CSE and the filing of required documentation, in accordance with CSE Policy 8.

About PanGenomic Health

PanGenomic Health is a precision health company that has developed a self-care digital platform to deliver personalized, evidence-based information about natural treatments. Registered as a British Columbia benefit company, PanGenomic Health's mission is to promote alternative health solutions tailored to the health profile of each individual. To learn more about PanGenomic Health's products and services: www.pangenomic.com or email: info@pangenomic.com.

About Ayla BioScience

Ayla BioScience Inc. is a Delaware-based biomanufacturing company with operations in the United States, Colombia, and Jamaica. The company's proprietary ZeoDry™ dehydration technology preserves bioactive integrity while improving yield efficiency and sustainability across a wide range of natural inputs. Ayla BioScience develops and markets a portfolio of functional foods, nutraceuticals, and plant-derived bioactive products under its ZeoMycel™ and Zeophytoz™ brands. More information about Ayla BioScience can be found at www.aylabioscience.com and zeodry.zeotech.com.co.

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This news release includes certain statements that may be deemed "forward-looking statements", including statements respecting the services to be provided by PanGenomic Health and the consideration to be paid to PanGenomic Health. The use of any of the words "anticipate", "continue", "estimate", "expect", "may", "will", "would", "project", "should", "believe", "plans" and similar expressions are intended to identify forward looking statements. Although PanGenomic Health believes that the expectations and assumptions on which the forward-looking statements are based are reasonable, undue reliance should not be placed on the forward-looking statements because PanGenomic Health can give no assurance that they will prove to be correct. Completion of the proposed transaction with Ayla BioScience Inc. remains subject to a number of conditions, including the negotiation and execution of a Definitive Agreement and the acceptance of the CSE. There can be no assurance that the proposed transaction with Ayla BioScience, Inc. will be completed as proposed or at all. Since forward-looking statements address future events and conditions, by their very nature they involve inherent risks and uncertainties. These statements speak only as of the date of this News Release. Actual results could differ materially from those currently anticipated due to a number of factors and risks including various risk factors discussed in PanGenomic Health's disclosure documents which can be found under PanGenomic Health's profile on www.sedarplus.ca. In addition, risks related to the completion of the Proposed Transaction include, but are not limited to, the risk that PanGenomic's and Ayla BioScience's respective due diligence investigations may prove to be unsatisfactory to either party, PanGenomic and Ayla BioScience may not able to reach agreement on definitive terms for the Proposed Transaction, the CSE may not accept or approve of the Proposed Transaction and the shareholders of Ayla BioScience and, if required, the shareholders of PanGenomic, may not approve the Proposed Transaction. Except as required under applicable securities legislation, PanGenomic Health undertakes no obligation to publicly update or revise forward-looking statements.

The Canadian Securities Exchange has neither approved nor disapproved the information contained herein and does not accept responsibility for the adequacy or accuracy of this news release.