

**FORM 51 – 102F3**

**MATERIAL CHANGE REPORT**

**1. Name and Address of Company**

Pascal Bioscience Inc.  
280 7th Avenue East  
Vancouver, BC V5T 0B4

**2. Date of Material Change**

June 28, 2017

**3. News Release**

A news release dated June 28, 2017 was disseminated through Stockwatch and Baynews and was filed via SEDAR the same day.

**4. Summary of the Material Change**

Pascal granted stock options to its directors, officers, consultants and employees.

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

Pascal Biosciences Inc. (TSX.V: PAS) (the "Company"), a Vancouver-based biotechnology company, wishes to announce that it has granted an aggregate of 640,000 incentive stock options (the "Stock Options") to directors, officers, consultants and employees of the Company pursuant to the Company's Stock Option Plan and subject to the policies of the TSX Venture Exchange. The Stock Options are exercisable at a price of \$0.33 per optioned share for a period of five years and shall vest over a period from 12 to 24 months.

**6. Reliance on subsection 7.1(2) or (3) of National Instrument 51 – 102**

N/A

**7. Omitted Information**

N/A

**8. Executive Officer**

Patrick W. Gray, President & CEO  
Phone: 1-206-650-6765

**9. Date of Report**

June 28, 2017