

**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**

March 8, 2018 and March 12, 2018

**3. News Release**

News releases dated March 8, 2018 and March 12, 2018 were disseminated through Stockwatch and Baynews and filed via SEDAR the same respective day.

**4. Summary of the Material Change**

Pascal announced over-subscription and closing of its non-brokered private placements

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

**Pascal Biosciences Inc. (TSX.V:PAS) (“Pascal” or the “Company”)** announced on March 8, 2018, that further to the Company’s press release dated February 23, 2018, the Company’s non-brokered private placement (the "Private Placement"), was over-subscribed. As a result, subject to regulatory approval, the size of the Private Placement has been increased from up to \$5,000,000 to up to \$5,170,000. The overall size of the Private Placement will be increased to up to 12,925,000 units ("Units"). Terms of the Private Placement have not changed: The Units remain priced at \$0.40 per Unit, with each Unit consisting of one common share and one common share purchase warrant. Each whole warrant entitles the holder to purchase one additional common share of the Company at a price of \$0.60 per share for a period of twelve months from the date of closing, subject to an exercise acceleration clause. Under the exercise acceleration clause, which the Company may exercise once the Units are free of resale restrictions and if the Company’s shares are trading at or above a volume weighted average price of \$0.80 for 10 consecutive trading days, the Warrants will expire upon 30 days from the date the Company provides notice in writing to the Warrant holders via a news release. The securities to be issued under the Private Placement will be subject to a four-month hold period from the date of closing. The Private Placement remains subject to the acceptance of the TSX Venture Exchange. A finder’s fee consisting of (i) a cash commission of up to 8% of the proceeds from the sale of Units, and (ii) finders’ warrants of up to 8% of the Units sold, may be paid in connection with the Private Placement.

On March 12, 2018 Pascal has closed its non-brokered private placement announced on February 23, 2018 and March 8, 2018. The Company has issued a total of 12,875,000 units (each a “Unit”) at a price of CDN\$0.40 per unit, for gross proceeds of CDN\$5,150,000. Each Unit consists of one common share and one full common share

purchase warrant. Each warrant entitles the holder to purchase one additional common share of the Company at a price of CDN\$0.60 per share for a period of twelve months up to and including March 12, 2019, subject to an exercise acceleration clause. Under the exercise acceleration clause, which the Company may exercise once the Units are free of resale restrictions and if the Company's shares are trading at or above a volume weighted average price of \$0.80 for 10 consecutive trading days, the Warrants will expire upon 30 days from the date the Company provides notice in writing to the Warrant holders via a news release.

The Company paid a finder's fee to the following parties: Haywood Securities Inc. (comprised of CDN\$328,480 and 821,200 finder warrants (the "Finder Warrants")), Regents Park Securities (comprised of CDN\$31,200 and 70,000 Finder Warrants), to Mr. Colin Wilson (comprised of CDN\$26,400 and 66,000 Finder Warrants), to Canaccord Genuity Corp. (comprised of CDN\$10,560 and 26,400 Finder Warrants) and to Leede Jones Gable (comprised of CDN\$1,200 and 3,000 Finder Warrants) on a portion of the financing. Each Finder Warrant entitles the holder to purchase one common share of the Company at a price of CDN\$0.60 per share for a period of twelve months up to and including March 12, 2019, subject to an exercise acceleration clause.

In addition, the Company has closed its private placement previously announced on January 4, 2018. The Company has issued a total of 387,594 units (each a "January Unit") at a price of CDN\$0.32 per unit, for gross proceeds of CDN\$124,030. Each Unit consists of one common share and one full common share purchase warrant. Each warrant (the "January Warrant") entitles the holder to purchase one additional common share of the Company at a price of CDN\$0.40 per share for a period of twenty four months, subject to an exercise acceleration clause. Under the exercise acceleration clause, which the Company may exercise once the January Units are free of resale restrictions and if the Company's shares are trading at or above a volume weighted average price of \$0.50 for 10 consecutive trading days, the January Warrants will expire upon 30 days from the date the Company provides notice in writing to the January Warrant holders via a news release. Certain insiders of the Company subscribed to a total of 387,594 January Units. As a result, this part of the private placement is considered to be a "related party transaction" as defined under Multilateral Instrument 61-101 ("MI 61-101"). The transaction is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 as neither the fair market value of any shares issued to or the consideration paid by such persons exceeded 25% of the Company's market capitalization. No commissions were paid in respect to this financing.

All securities issued are subject to a hold period of four (4) months and one day expiring on July 13, 2018. The net proceeds from the sale of units have been added to working capital in furtherance of the Company's business.

**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: 1-206-221-3443

**9. Date of Report**

March 16, 2018