

PASCAL BIOSCIENCES INC.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE is hereby given that the Annual and Special Meeting (the “Meeting”) of Pascal Biosciences Inc. (the “Company”) will be held at Vancouver Club, 915 West Hastings St., Vancouver, BC V6C 1C6, Canada, on June 10, 2019, at 11:00 a.m. (Pacific Time), for the following purposes:

1. to receive and consider the audited consolidated financial statements of the Company for the year ending November 30, 2018 together with the auditor's report thereon and the related management discussion and analysis;
2. to appoint Smythe Ratcliffe LLP as auditors for the Company for the ensuing year and to authorize the board of directors of the Company to fix the remuneration to be paid to the auditors;
3. to set the number of directors at 7 (seven);
4. to elect directors of the Company for the ensuing year;
5. to consider, and if deemed advisable, to pass an ordinary resolution of the disinterested shareholders (the “New Option Plan Resolution”) approving a 20% “fixed” stock option plan, all as more particularly described in the accompanying Management Information Circular (the “Circular”);
6. in the event that the New Option Plan Resolution is not passed, to consider, and if deemed advisable, to pass an ordinary resolution ratifying and approving the continuation of the Company’s “rolling” stock option plan until the next annual meeting of the Company, as more particularly described in the Circular; and
7. to transact such other business as may properly come before the Meeting and any adjournment thereof.

The Circular accompanies this Notice and contains details of the matters to be considered at the Meeting. The board of directors of the Company has fixed May 6, 2019 as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting.

Shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of proxy, or another suitable form of proxy, and deliver it in accordance with the instructions set out in the form of proxy and in the Circular.

Non-registered shareholders who plans to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form and in the Circular to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account you are not a registered shareholder.

DATED at Vancouver, British Columbia, this 10th day of May, 2019.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ “Patrick Gray”

Patrick Gray, President and CEO