



PASCAL BIOSCIENCES INC.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE is hereby given that the Annual General and Special Meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares of Pascal Biosciences Inc. (the “**Company**”) will be held at Suite 500 – 666 Burrard Street, Vancouver, B.C., V6C 3P6, Canada, on December 18, 2020, 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, 2019, together with the auditor's report thereon and the related management discussion and analysis;
2. to appoint Smythe 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 6 (six);
4. to elect directors of the Company for the ensuing year;
5. to consider, and if deemed advisable, to pass an ordinary resolution ratifying and approving the existing stock option plan (“**Option Plan**”) which is more particularly described in the accompanying Management Information Circular (the “**Circular**”); and
6. 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 November 4, 2020 as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting.

Following the Meeting, the Company will present a corporate update.

COVID-19 NOTICE:

Due to the public health restrictions implemented to combat the spread of the COVID-19 pandemic, including restrictions on gatherings and events implemented by the Government of British Columbia and taking into account the health and safety of our shareholders, service providers and other stakeholders, the Company strongly encourages Shareholders to vote by proxy, by mail, by telephone or by internet, rather than attending the Meeting in person. To that end, only registered Shareholders and proxyholders will be permitted to attend the Meeting in person. Further restrictions with regard to the Meeting may be implemented by the Company as required in accordance with applicable laws and to comply with public health restrictions. At the Meeting, the Company may adopt screening or other measures for identifying COVID-19 symptoms or risk factors as may be recommended or required by applicable health authorities. These measures may include requiring registered shareholders or duly appointed proxy holders still wishing to attend the Meeting in person to sign a confirmation letter at the Meeting that they are not a confirmed case of COVID-19 or a close contact of a confirmed case of COVID-19, they are not experiencing cold or flu-like symptoms, including fever, cough, difficulty breathing, muscle aches, fatigue, headache, sore throat or runny nose and that they have not travelled outside of Canada for a period of two weeks preceding the Meeting date. The Company reserves the right to refuse admission to a shareholder or proxyholder seeking to attend the Meeting if the Company believes the

shareholder or proxyholder poses a health risk to attendees at the Meeting or that admission to the Meeting would otherwise be a breach of health restrictions.

THE COMPANY MAY LIMIT ATTENDEES AS REQUIRED BY GATHERINGS AND EVENTS RESTRICTIONS IMPLEMENTED BY THE GOVERNMENT OF BRITISH COLUMBIA AT THE TIME OF THE MEETING.

In addition, attendees will be required to wear a mask and practice social distancing at the Meeting. In order to permit Shareholders and proxyholders to listen to the Meeting in real time, without having to attend in person, a conference call of the Meeting will be available as follows:

Tel: (1) 712-451-0011
Access Code: 184171

Shareholders will not be able to vote through the conference call.

As the COVID-19 outbreak continues to be a rapidly evolving situation, and in light of changing public health restrictions and recommendations related to COVID-19, there may be changes to the date, time and location of the Meeting, or the Company may adjourn or postpone the Meeting. The Company will continue to monitor and review provincial and federal government guidance in order to assess and implement measures to reduce the risk of spreading the virus at the Meeting. Any such changes will be communicated by news release which will be made available under the Company's profile on SEDAR at www.sedar.com.

WE STRONGLY ENCOURAGE ALL SHAREHOLDERS TO VOTE ELECTRONICALLY BY PROXY RATHER THAN BY ATTENDING THE MEETING IN PERSON.

Beneficial Shareholders who hold their Shares through a bank, broker or other financial intermediary should carefully follow the instructions found on the form of proxy or voting instruction form provided to them by their intermediary, in order to cast a vote.

DATED at Vancouver, British Columbia, this 20th day of November, 2020.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ Patrick Gray

Dr. Patrick Gray, CEO