ANNUAL INFORMATION FORM

For the year ended November 30, 2020

Date: March 30, 2021

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PRELIMINARY NOTES

Date of Information

Unless otherwise indicated, all information contained in this Annual Information Form ("**AIF**") of Pascal Biosciences Inc. (the "**Company**") is as of March 30, 2021.

Financial Information

The Company's financial results are prepared and reported in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("**IASB**") and are presented in Canadian dollars.

FORWARD-LOOKING INFORMATION

Certain statements contained in this AIF and the documents incorporated by reference herein and therein constitute forward-looking information or forward-looking statements under applicable securities laws (collectively, "**forward-looking statements**"). These statements relate to future events or future performance, business prospects or opportunities of the Company. All statements other than statements of historical fact may be forward-looking statements. Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance (often, but not always, using words or phrases such as "seek", "anticipate", "plan", "continue", "estimate", "expect", "may", "will", "project", "predict", "forecast", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar expressions) are not statements of historical fact and may be "forward-looking statements".

Examples of forward-looking statements in this AIF and the documents incorporated by reference herein and therein include, but are not limited to, statements in respect of: research the Company is conducting in collaboration with its research partners; findings of such research; implementation of technology; granting of patents; protection of intellectual property; payment of dividends; future business opportunities; and the effect that each risk factor will have on the Company.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. The investor is cautioned that any such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking statements. These forward-looking statements involve risks and uncertainties relating to, among others: developments in the research and technology industry; successful implementation of the Company's research findings; and changes in the Company's over-all business strategy. Additional factors that could cause actual results to differ materially include, but are not limited to, the risk factors described herein and as discussed in the Company's financial statements and other filings, under the heading "Risk Factors".

The Company believes that the expectations reflected in any forward-looking statements are reasonable, but no assurance can be given that these expectations will prove to be correct and such forward-looking statements included in, or incorporated by reference into, this AIF should not be unduly relied upon. These statements speak only as of the date of this AIF. The Company does not intend, and does not assume any obligation, to update these forward-looking statements, except as required by applicable laws. Actual results may differ materially from those expressed or implied by such forward-looking statements.

Currency and Exchange Rate Information

All dollar amounts (i.e. "$"), unless otherwise indicated, are expressed in Canadian dollars and United States dollars are referred to as "US$".

CORPORATE STRUCTURE

Name, Address and Incorporation

The Company was incorporated pursuant to the *Business Corporations Act* (British Columbia) on January 28, 2011 as MC Partners Inc., and was listed as a capital pool company, as defined by Policy 2.4 - *Capital Pool Companies* (the "**CPC Policy**") of the TSX Venture Exchange (the "**TSXV**"), in March 2012. On May 24, 2013, the Company acquired all of the issued and outstanding shares of bioMmune Advanced Technologies Inc., a private company which was formed to commercially exploit a number of patents and patent applications relating to certain medical technologies. The acquisition constituted the Company's "Qualifying Transaction" under the CPC Policy. On May 22, 2013, the Company changed its name to "bioMmune Technologies Inc.". Subsequently, on March 30, 2017, the Company changed its name to Pascal Biosciences Inc.

The Company has two wholly-owned subsidiaries: (i) Pascal Biosciences US, Inc. ("**Pascal (US**)"), which was incorporated on March 27, 2017 under the *Washington Business Corporations Act*; and (ii) bioMmune Advanced Technologies Inc. ("**bioMmune**"), which was incorporated on July 5, 2012 under the *Business Corporations Act* (British Columbia). Pascal (US) operates a research lab in Seattle, Washington, USA.

The Company's head office and registered office is located at 500 – 666 Burrard Street, Vancouver, British Columbia, Canada, V6C 2X8.

The Company is a reporting issuer in each of British Columbia, Alberta and Ontario.

GENERAL DEVELOPMENT OF THE BUSINESS

The Company is headquartered in Vancouver, British Columbia, Canada and its common shares (the "**Common Shares**") are listed on the TSXV under the trading symbol "PAS". The Company is classified as a Tier 2 Biotechnology Issuer on the TSXV.

The principal business of the Company is the research and development of products for the treatment of cancers and for improvement of the immune system, with a specific focus on cancer research.

Three Year History

Developments in 2018

In January 2018, the Company filed a provisional patent application (“PPA”), "Cannabinoids and derivatives for promoting immunogenicity of tumour and other infected cells", covering cannabinoid-like compounds that restore immune recognition of cancer cells and increasing their subsequent destruction. The non-provisional application was filed January 21, 2019 and the Company is continuing to pursue the application.

On January 29, 2018, the Company granted an aggregate of 250,000 stock options to directors of the Company, exercisable at a price of $0.29 per optioned share for a period of five years, vesting quarterly over one year.

On February 21, 2018, the Company announced that it has discovered certain cannabinoids (molecules from the cannabis plant) that enhance the immunogenicity of tumour cells, rendering them more susceptible to recognition by the immune system. This discovery is important because the leading class of new cancer fighting agents, termed “checkpoint inhibitors”, activate the immune system to destroy cancer cells thus offering the potential to employ checkpoint inhibitors in tandem with selected cannabinoid molecules for cancer treatment.

On February 22, 2018, 200,000 stock options were exercised at a price of $0.23 per share for gross proceeds of $46,000.

In March 2018, a response to the first office action issued by the European Patent Office and USTPO were filed for "Monoclonal antibodies that modulate voltage gated calcium channels in immune cells".

In March 2018, the Company was awarded its second patent: "Compositions and methods of modulating an immune response". The patent was awarded from Australia for a period of 20 years from filing, with expiry in 2032.

On March 12, 2018, the Company also closed a private placement of 387,594 units at a price of $0.32 per unit (“Unit”) for gross proceeds of $124,030. Each Unit consists of one common share in the Company’s capital (each a “Share”) and one Share purchase warrant (“Warrant”). Each Warrant entitles the holder to purchase one additional Share at a price of $0.40 per Share for a period of 24 months, expiring March 12, 2020, subject to an exercise acceleration clause. Under the exercise acceleration clause, if the Company’s Shares are trading at or above a volume weighted average price of $0.50 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.

On March 12, 2018, the Company also closed a non-brokered private placement of 12,875,000 Units at a price of $0.40 per Unit for gross proceeds of $5,150,000, which the Company had announced on February 23, 2018. Each Unit consists of one Share and one Warrant to purchase one additional Share at a price of $0.60 per Share for a period of 12 months up to and including March 12, 2019, subject to a Warrant exercise acceleration clause. Under the Warrant exercise acceleration clause, 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 by way of a news release. In connection with the closing of this private placement, the Company paid a finder's fee of $440,403 and issued 994,600 finder's warrants (each a “Finder’s Warrant”). Each Finder's Warrant entitles the holder to purchase one Share of the Company at a price of $0.60 per Share for a period of 12 months up to and including March 12, 2019 subject to a Warrant exercise acceleration clause. Under the Warrant exercise acceleration clause, 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 by way of a news release. The net proceeds from the sale of units were added to working capital in furtherance of the Company's business.

On April 23, 2018, 999,999 warrants were exercised at a price of $0.40 per Share or gross proceeds of $400,000.

On May 18, 2018, 161,717 warrants were exercised at a price of $0.40 per Share for gross proceeds of $64,687.

On June 18, 2018, 375,000 stock options were exercised at a price of $0.23 per Share for gross proceeds of $86,250.

On July 9, 2018, the Company and UBC signed a new collaborative research agreement in connection with research and development projects covering novel natural compounds, monoclonal antibody regulation of calcium channels, and monoclonal antibody for BCP-ALL. The research period continued for a period of 12 months. As part of this agreement, the Company agreed to pay UBC $140,000 to cover research costs, half of which was paid on signing of the agreement and the other half of which was paid on January 1, 2019.

On July 16, 2018, the Company announced the appointment of Julie M. Eastland to the Board. Ms. Eastland is a strategic and financial executive with more than 25 years of experience in public and private biotechnology companies. The Company also announced the retirement of Dr. Reinhard Gabathuler from the Board.

On August 3, 2018, the Company granted 2,100,000 stock options to officers, directors, consultants and employees of the Company, exercisable at a price of $0.35 per optioned share. 1,475,000 of the stock options will be exercisable for a period of five years and will vest quarterly over one year. 625,000 stock options will be exercisable for a period of three years, vesting quarterly over two years.

On September 24, 2018, 150,000 stock options were exercised at a price of $0.20 per Share for gross proceeds of $30,000.

On November 7, 2018, 100,000 stock options were exercised at a price of $0.30 per Sharefor gross proceeds of $30,000.

On October 30, 2018, the Company entered into an exclusive license agreement with the University of Washington (“UW”) to develop a cannabinoid-based product for the treatment of glioblastoma multiform and brain metastases. The program, developed in the lab of renowned cannabis researcher Dr. Nephi Stella, founder and co-director of the UW Center for Cannabis Research, includes a lead therapeutic, ST-403.

On November 1, 2018, the British Columbia Securities Commission issued a receipt for the Company’s Short Form Base Shelf Prospectus, dated October 29, 2018.

On November 28, 2018, the Company announced the strengthening of its leadership team with the appointments of Kevin M. Egan, MBA, Vice-President Business Development, Thomas Deckwerth, PhD, Vice-President Therapeutic Development and Larry W. Tjoelker, PhD, Vice-President Research.

Prior to the year ending November 30, 2018, the Company returned three patents to the University of British Columbia (UBC). Two of these patents (“HAT acetylation and promoters and uses of composition thereof in promoting immunogenicity” and “Curcuphenol compounds for increasing MHC-I expression”) are focused on the discovery of compounds that make tumour cells visible to the immune system. The Company recognizes the importance of these initial technology applications and has continued to expand this program to include cannabinoids. A third patent, "Compositions and methods of modulating an immune response", supported the CD74 program and was also returned to UBC. With the Company's focus on cancer, the Company's management decided to return the CD74 program which was focused on infectious disease with technologies discovered at UBC. With the return of the patents, indicators of impairment existed resulting

in an assessment of recoverable amount of the capitalized intangible assets, and ultimately the recognition of an impairment loss of $698,853.

Developments in 2019

On January 14, 2019, 3,095,000 warrants, exercisable at a price of $0.60 per Share were cancelled.

On January 24, 2019, the Company announced that testing of cannabinoids would be undertaken in human subjects to push forward its immune stimulatory program in cancer. The Company also announced that it has filed an international patent application to protect this work for future therapeutic indications.

On April 1, 2019, the Company announced the appointment of Carl Weissman as Acting President. Mr. Weissman is a veteran of the biotechnology industry, with more than two decades of experience that spans investing, founding and managing emerging biotech companies. On July 4, 2019, the Company announced that Mr. Weissman stepped down from the position of Acting President.

On May 8, 2019, the Company announced the formation of a clinical advisory board of preeminent neuro-oncology experts to guide the PAS-403 therapeutic program. Members include:

- Chair: Dr. Darell Bigner – E.L. and Lucille F. Jones Cancer Research Professor, Duke University School of Medicine

  Dr. Bigner is founding Director of the Preston Robert Tisch Brain Tumour Center. His research has involved the investigation of the causes, mechanism of transformation, altered growth control, and development of new methods of therapy for primary brain tumours and those metastasizing to the brain. Dr. Bigner has over 600 scientific publications and received the Lifetime Achievement Award from the Society of Neuro-Oncology in 2014.

- Dr. Mitchell Berger – Professor and Chair, Neurological Surgery, University of California, San Francisco

  Dr. Berger is an internationally recognized expert in treating brain and spinal cord tumours in adults and children. He is co-director of the Adult Brain Tumour Surgery Program, director of the Brain Tumour Research Center and director of the Center for Neurological Injury and Repair. Dr. Berger is a past-president of the Society for Neuro-Oncology (1997-1999), has received the Victor Levin Award in Neuro-oncology Research from the Society for NeuroOncology in 2015, was named on the Blue Ribbon Panel of scientific experts for the National Cancer Moonshot Initiative, and has also served as president of the American Association of Neurological Surgeons.

- Dr. Timothy Cloughesy – Professor of Neurology, University of California, Los Angeles

  Dr. Cloughesy is Director of the UCLA Neuro-Oncology program. Dr. Cloughesy's research focuses on clinical trials in brain cancer using targeted molecular therapies with novel clinical trial design. He has developed a brain cancer bioinformatics database which combines clinical outcomes, imaging and molecular analysis to enhance translational research. For more than a decade, he has been recognized as both a Top Doctor and Top Doctor for Cancer by U.S. News.

- Dr. Patrick Wen – Professor of Neurology, Harvard Medical School

Dr. Wen is Director of the Center for Neuro-Oncology, Dana Farber Cancer Research Institute and Director of the Division of Cancer Neurology at Brigham and Women's Hospital. Dr. Wen's research is focused on novel treatments of brain tumours, especially targeted molecular agents, and optimizing response assessment and clinical trial endpoints in neuro-oncology. He currently serves as President of the Society for NeuroOncology, the premier North American organization for health care professionals focusing on central nervous system tumours in children and adults.

- Dr. Andrew Sloan – Professor, Departments of Neurological Surgery and of Pathology, School of Medicine, Case Western Reserve University

  Dr. Sloan serves as Director of the Brain Tumour and Neuro-Oncology Center at the Seidman Cancer Center and is also Vice Chairman of Neurosurgery at University Hospitals Cleveland Medical Center. His clinical and research interests focus on the biology and treatment of tumours of the brain and spine. He has been recognized by his peers as one of the "Best Doctors in America" since 2003, and as one of the "Top Surgeons in America" since 2007. In 2014, he was elected President of the Ohio State Neurosurgical Society.

On May 28, 2019, the Company granted 198,000 stock options to consultants of the Company. The stock options are exercisable at a price of $0.195 per optioned share for a period of three years, vesting quarterly over three years.

On June 12, 2019, 11,774,600 warrants, exercisable at $0.60 per Share, expired, unexercised.

Developments in 2020

On March 24, 2020, the Company closed a private placement, whereby SōRSE purchased 3,793,548 units of the Company at a price of $0.09 per Unit for gross proceeds of $341,419. Each Unit consists of one common share of Pascal and one common share purchase warrant, which will entitle SōRSE to purchase one additional common share of the Company at a price of $0.15 for 18 months following the date which is six months after the closing of the private placement.

On June 12, 2020, 387,594 share purchase warrants, exercisable at a price of $0.40 per share, expired.

On July 9, 2020, the company appointed Dr. H. Michael Shepard to its Board of Directors. Dr. Shepard was a 2019 recipient of the Lasker Award for medical research and public service, conferred for his role in the discovery and development of the drug Herceptin (trastuzumab). The Lasker Awards are regarded as America's top biomedical research prize, and approximately 90 past recipients have proceeded to win a Nobel Prize. Herceptin is used to treat breast cancer patients with HER2-positive tumours, marking an especially aggressive form of the disease. Over 2 million patients have benefited from this discovery. Dr. Shepard started his career in biotechnology at Genentech where he discovered Herceptin. He subsequently initiated several successful biotech companies and then served as vice-president and chief scientific officer of Halozyme Therapeutics. In 2007, he was awarded the prestigious Warren Alpert Prize from Harvard Medical School and the Warren Alpert Foundation. Dr. Shepard is an author on more than 90 peer-reviewed publications and has been an inventor, resulting in more than 50 patents. Dr. Shepard received his BS degree from the University of California, Davis and his PhD from the University of Indiana.

In July 2020, the Company filed a provisional patent titled: "Method of Treating Coronavirus Infections with Cannabinoids and Derivatives".

On July 14, 2020, the Company announced that it has discovered certain cannabinoids that block replication of SARS-CoV-2, the coronavirus that causes COVID-19. The best cannabinoid tested had potency similar to remdesivir, a recently approved drug from Gilead that in some limited trials, improves recovery time for COVID-19 patients.

On September 14, 2020, the Company and SōRSE Technology Corporation ("SōRSE") announced that they entered into a Collaborative Research Agreement (the "Agreement") to advance Pascal's PAS-393, an immune-stimulating cannabinoid for cancer treatment, into clinical testing. Pascal and SōRSE will share their respective technologies to test PAS-393 in human volunteers, enabling testing of cancer patients treated with checkpoint inhibitors. This partnership leverages SōRSE's industry-leading formulation technology with Pascal's proprietary cannabinoid programs for clinical trials. This will be the first pharmaceutical use of the novel formulation technology developed by SōRSE. The Agreement will include Pascal's intellectual property, which covers the use of cannabinoids in cancer patients treated with checkpoint inhibitors. SōRSE currently sells and licenses a proprietary water-soluble cannabinoid emulsion technology (patent-pending) that enables increased bioavailability, accurate dosing, and more than 12 months' shelf stability. Pascal and SōRSE scientists will optimize a cannabinoid formulation for human subjects and will test the formulated PAS-393 in volunteers. SōRSE will provide US $750,000 in research funding to Pascal throughout the 15-month collaboration and will pay for related research expenditures. Pursuant to the Agreement, as at March 30, 2021, the Company has received US $300,000 from SōRSE (US $50,000 for each of September 2020 through February, 2021), which was applied against salaries.

On September 22, 2020, the Company confirmed that certain cannabinoids block remdesivir in two different assays. The cannabinoid is being tested in additional assays, leading to clinical trials which the Company hopes to begin within a year. Pascal believes it is the first to identify a cannabinoid that directly inhibits replication of the virus, and has applied for patent protection for this unique discovery. The data suggest that a Pascal-identified cannabinoid may have the potential to limit the severity and progression of COVID-19.

On November 30, 2020, the Company issued 1,153,825 common shares of the Company to related parties to settle debt owing of $230,765. The shares were issued at a fair value of $184,612 and a gain on debt settlement of $46,153 was recorded.

Developments subsequent to 2020

On December 18, 2020, the Company granted 400,000 stock options to directors and employees of the Company. The options are exercisable at a price of $0.18 per share for five years from date of grant and vest quarterly over one year.

On November 2, 2020, January 19, 2021 and January 22, 2021 the Company announced a non-brokered private placement (the "Private Placement") of up to 7,500,000 units (each a "Unit" respectively) at a price of $0.10 per Unit for gross proceeds of up to $750,000. Each Unit will consist of one common share and one common share purchase warrant (each a "Warrant") Each Warrant entitles the holder to purchase one additional common share of the Company at a price of $0.15 per share for a period of twenty-four 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 $0.40 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. Certain directors and officers of the Company intend to acquire the Units under the Private Placement. Any such participation would be considered to be a "related party transaction" as defined under Multilateral Instrument 61 -101 *Protection of Minority Security Holders in Special*

Transactions ("MI 61-101"). The transaction will be 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, will exceed 25% of the Company's market capitalization. On February 8, 2021, the Company closed the first tranche of the Private Placement and issued 5,600,000 Units for gross proceeds of $560,000. The Company paid $32,200 in finder's fees related to the closing of the first tranche. On March 17, 2021, the Company closed the second tranche and issued 1,900,000 Units for gross proceeds of $190,000. The Company paid $1,365 in finder's fees related to the closing of the second tranche. The proceeds from the sale of Units will be added to working capital in furtherance of the Company's business. The securities to be issued under the placement will be subject to a four-month hold period and the Private Placement is subject to the acceptance of the TSX Venture Exchange.

On March 22, 2021, the Company announced the resignation of a director of the Company, Karoly Nikolich and the appointment of Kevin Egan to the position of Chief Business Officer.

DESCRIPTION OF BUSINESS

General Description of the Business

The Company is a drug discovery and development company focused on harnessing the body's immune system to fight cancer. The Company's four significant programs are:

1. **Novel natural compounds** that are able to increase antigen expression on the surface of tumour cells, making them more visible to the immune system. These molecules will be useful as cancer therapeutics by enabling increased killing of cancer cells by the immune system.

   Many cancer cells, including those that are metastatic, escape immune recognition and elimination after selection by immune editing whereby tumour antigens are not properly displayed on the cell surface thus are not properly recognized by the immune system. These escape variants do not express sufficient Major Histocompatibility Complex I ("MHC-I") molecules and their associated tumour antigen peptides at the cell surface. Thus, these tumour cells evade recognition by host immune surveillance mechanisms, making them resistant to most immunotherapeutic approaches for elimination of cancer. In February 2014, the Company entered into an agreement with the University of British Columbia ("UBC") whereby UBC conducted research to identify compounds that increase the expression of the Transporter of Antigen Processing ("TAP1") protein, a part of the antigen processing pathway, critical for MHC-I expression. The research revealed that several identified compounds restored the presentation of tumour antigens at the cancer cell surface. By developing a high-throughput screening assay applied to extracts from deep-sea sponges, the Company identified several unique molecules that induce antigen presentation in metastatic prostate and lung carcinomas.

   From these extracts, new chemical structures that exhibit efficient restoration MHC-I expression were identified. Subsequently, screening of additional extracts and purified compounds was performed and several more active compounds were identified. One compound, curcuphenol, was initially identified as a leading candidate for immune upregulation.

   Searching the chemical structure of curcuphenol against large chemical databases revealed that some structural elements of curcuphenol are found in certain cannabinoids, compounds found in extracts of the *Cannabis sativa* plant. 400 cannabinoids were tested for their ability to induce MHC-I expression in human cancer cell lines. Several distinct cannabinoids registered positive in this assay, with the most potent inducing MHC-I expression levels to approximately half of the levels induced by interferon gamma, a natural powerful physiologic inducer of MHC-1. Specifically, Pascal has identified a natural

cannabinoid with good potency and pharmacologic properties. Pascal intends to develop this cannabinoid as a therapeutic compound that will render cancer cells more visible to immune surveillance. Such a molecule has the potential to increase cancer cell recognition thus dramatically increasing the efficacy of checkpoint inhibitors (therapeutic monoclonal antibodies), which release the cancer killing effects of cytolytic T cells.

2. **Cannabinoid-based therapeutic for glioblastoma:** Glioblastoma is a devastating disease due to its high rate of recurrence, limited treatment options and aggressive nature. Glioblastoma strikes approximately 15,000 patients each year in North America and the median survival time is only 14 months. Therapies for glioblastoma are limited to surgery, radiation, and the chemotherapeutic temozolomide. Pascal's PAS-403 is a cannabinoid-derived drug that kills patient-derived glioblastoma cells. PAS-403 is a mitotic inhibitor that blocks cell division. Several mitotic inhibitors already approved for cancer treatment show substantial benefit in reducing solid tumours when combined with other chemotherapeutics. However, unlike PAS-403, none of these drugs cross the blood-brain barrier and therefore have no activity on glioblastoma. PAS-403 kills cultured glioblastoma cells from patients and is very effective in a mouse model of glioblastoma. The alkylating drug temozolamide, is currently licenced and used as a first line treatment for glioblastoma. Since temozolomide has a different mechanism of action compared to PAS-403, the two drugs should synergize with each other and will possibly provide a superior method of treatment. Pascal has developed a manufacturing process for PAS-403 and completed much of the preclinical pharmacology efforts required for filing an Investigational New Drug with the FDA.

3. **VpreB antibody for the treatment of acute lymphoblastic leukemia (ALL) and other leukemias and lymphomas:**
   ALL is the most common childhood cancer, with the incidence peaking at approximately two to five years of age. In addition, ALL also affects some older individuals with approximately 45% of ALL patients above age twenty. On an annual basis, more than 6,500 people in North America and approximately 40 cases per 1,000,000 people worldwide, present with the disease. Current treatment practices utilize harsh chemotherapy regimens. While effective in many patients, the near and long-term consequences of chemotherapy can be disabling. Therefore, there is a need for new strategies to address relapsed disease and ultimately replace chemotherapy as a frontline treatment.

   ALL is caused by genetic lesions that arise during the earliest stages of B lymphocyte development. Pascal has derived and selected monoclonal antibodies against a unique target, the pre-B Cell Receptor ("Pre-BCR"), that is specifically expressed on the surface of these pre-B cells and not expressed during subsequent stages of B cell development. The pre-BCR is also present on acute lymphoblastic leukemia cells. Therefore, in addition to killing the leukemia cells, Pascal's antibodies against VpreB should only deplete the earliest stages of developing B cells, leaving more mature B cells available to combat infection by secretion of antibodies.

   Careful direct examination of large gene expression databases and exploration of the scientific literature revealed the unexpected expression of VpreB mRNA by tumour cells of subsets of acute myelogenous leukemia (AML) and non-Hodgkin lymphoma ("NHL") patients. Experiments to screen cancer cells from large panels of these patients by immunocytochemistry using the VpreB antibody are planned. If the molecular data are confirmed at the protein level, a VpreB biomarker assay will be developed for identifying AML and NHL patients that may also benefit from VpreB antibody treatment.

4. **Cannabinoid therapeutic for treating COVID-19:** The coronavirus pandemic has triggered a massive, worldwide effort to develop effective vaccines and treatments for COVID-19. Despite the previous global focus on cancer research and treatment, the tremendous disruption of entire economies

and health care systems worldwide stimulated Pascal's scientists to direct efforts towards a cannabinoid-based treatment for COVID-19.

The decision was made to test cannabinoids for effects on the SARS-CoV-2 coronavirus since previously published data suggest that cannabinoids have anti-viral functions. It has been shown that cannabinoids can upregulate major histocompatibility complex Type 1 (MHC-I) molecules on tumour cells. As has been shown with several infections, this MHC upregulation helps the immune system identify virus-infected cells. In addition, cannabis extracts downregulate the expression of receptors for the SARS-CoV-2 virus. Furthermore, some cannabinoids have immunomodulatory activity that can mitigate the uncontrolled inflammatory response known as a "cytokine storm", which is often seen in the most severe COVID-19 patients.

Since cannabinoids have the potential to limit the severity and progression of COVID-19, selected compounds were tested in a cell-based assay. It was found that one of Pascal's lead cannabinoids inhibits SARS-CoV-2 growth in primate cells *in vitro*. Pascal has since confirmed this SARS-CoV-2 anti-viral activity in four different laboratories, using different assay conditions and strains of SARS-CoV-2. Significantly, the potency of the cannabinoid in this assay is similar to that of remdesivir, a drug authorized by the FDA for emergency use in COVID-19 treatment. These initial observations have illuminated the path toward rapid validation of cannabinoids in additional cell-based assays, in animal models of the disease and in human clinical trials.

Our initial results suggest that cannabinoids may act upon the virus or the virus-infected host cells cell to reduce virus infectivity or viral replication. However, it is likely that the scope of the benefit to the patient will extend far beyond the direct effect on the virus-cell interaction. The capacity of certain cannabinoids to restore cancer cell recognition by the immune system has been previously demonstrated. Many viruses, like certain cancers, render their host cells invisible to immune recognition to protect them from destruction and removal. Cannabinoids may reverse this effect. In addition, cannabinoids are known for their anti-inflammatory properties. Thus, they may benefit the patient, much like dexamethasone does, in the later phase of disease when run-away inflammation is one of the main causes of tissue injury and even death.

Specialized Skill and Knowledge

Most aspects of the Company's business require specialized skills and knowledge. Such skills and knowledge include the areas of bioscience, research, development, financing and accounting. The Company has executive officers and employees with extensive experience in science, research and product development in North America. As well, the Company's executive officers, directors and employees have experience in business development, regulatory affairs, managing clinical trials, international finance, and accounting.

Competitive Conditions

The Company competes with major research and development companies and other smaller biomedical companies in the acquisition, research, financing and development of new cancer related technologies in Canada and the US. Many of these companies are more experienced, larger and have greater financial resources for, among other things, financing and the recruitment and retention of qualified personnel.

Patents

Intellectual property and other proprietary rights are essential to the Company's business model. The Company has filed patent applications to protect technology, inventions, and improvements of inventions

that are important for the development of the business. In June 2016, the Company was awarded its first patent for the use of "Monoclonal antibodies that modulate voltage gated calcium channels in immune cells", from China for a period of 20 years, with expiry in 2036. In March 2018, the Company was awarded its second patent: "Compositions and methods of modulating an immune response", from Australia for a period of 20 years from filing, with expiry in 2032.

In January 2018, the Company filed a Provisional Patent Application (PPA), "Cannabinoids and derivatives for promoting immunogenicity of tumour and other infected cells", covering cannabinoid-like compounds that restore immune recognition of cancer cells and increasing their subsequent destruction. Within one year of the filing date, the Company will file a regular non-provisional patent application for patent protection.

Pursuant to the terms of the license agreement with the University of Washington in October 2018, the Company has retained the patent portfolio to develop a cannabinoid-based product for the treatment of glioblastoma multiform and brain metastases. The patent “Composition and methods for treating glioblastoma” filed in August 2011 by the University of Washington was granted by the USPTO in May 2015 with expiry in November 2031.

Employees

The Company currently has six full-time employees: the CEO, four individuals who conduct research and drug development and general administrative activities and Chief Business Officer. All are employed by Pascal (US).

Foreign Operations

In March 2017, Pascal (US) began operating a research lab in Seattle, Washington. Pascal (US) currently has six employees.

Risk Factors

The Company, and thus the securities of the Company, should be considered a speculative investment due to the high-risk nature of the Company's business, and investors should carefully consider all of the information disclosed in this AIF prior to making an investment in the Company. In addition to the other information presented in this AIF, the following risk factors should be given special consideration when evaluating an investment in the Company's securities:

Competition

The market for the Company's technology is highly competitive. The Company competes with other research teams who are also examining potential therapeutics with regards to autoimmune diseases and disorders. Many of its competitors have greater financial and operational resources and more experience in research and development than the Company. These and other companies may have developed or could in the future develop new technologies that compete with the Company's technologies or even render its technologies obsolete.

Competition in the Company's markets is primarily driven by: timing of technological introductions; ability to develop, maintain and protect proprietary products and technologies; and expertise of research and development team.

Intellectual Property

The Company's success depends to a significant degree upon its ability to develop, maintain and protect proprietary products and technologies. The Company files patent applications in the United States, Canada, Europe, and selectively in other foreign countries as part of its strategy to protect its proprietary products and technologies. However, patents provide only limited protection of the Company's intellectual property. The assertion of patent protection involves complex legal and factual determinations and is therefore uncertain and expensive. The Company cannot provide assurances that patents will be granted with respect to any of its pending patent applications, that the scope of any of its patents will be sufficiently broad to offer meaningful protection, or that it will develop additional proprietary technologies that are patentable. The Company's current patents could be successfully challenged, invalidated or circumvented. This could result in the Company's patent rights failing to create an effective competitive barrier. Losing a significant patent or failing to get a patent to issue from a pending patent application that the Company considers significant could have a material adverse effect on its business. The laws governing the scope of patent coverage in various countries continue to evolve. The laws of some foreign countries may not protect the Company's intellectual property rights to the same extent as the laws of Canada and the United States. The Company holds patents only in selected countries. Therefore, third parties may be able to replicate technologies covered by the Company's patents in countries in which it does not have patent protection.

Litigation to Protect Company's Intellectual Property

The Company's future success and competitive position depends in part upon its ability to maintain its intellectual property portfolio. There can be no assurance that any patents will be issued on any existing or future patent applications. Even if such patents are issued, there can be no assurance that any patents issued or licensed to the Company will not be challenged. The Company's ability to establish and maintain a competitive position may be achieved in part by prosecuting claims against others who it believes to be infringing its rights. In addition, enforcement of the Company's patents in foreign jurisdictions will depend on the legal procedures in those jurisdictions. Even if such claims are found to be invalid, the Company's involvement in intellectual property litigation could have a material adverse effect on its ability to distribute any products that are the subject of such litigation. In addition, the Company's involvement in intellectual property litigation could result in significant expense, which could materially adversely affect the use responsibilities, whether or not such litigation is resolved in the Company's favour.

Clinical Testing and Regulatory Approval

The Company's success is dependent on the successful completion of third party pre-clinical trials. However, the Company may not be able to complete such third-party clinical trials withouth prior regultory approval and the introduction of its technology into the market, neither of which have been completed.
The timing of these events can vary dramatically due to factors such as delays or failures in the Company's clinical trials and the uncertainties inherent in the regulatory approval process. The Company may not be able to obtain the necessary results from its pre-clinical trials or to gain regulatory approval necessary for licensing its technology. The Company's failure to achieve these objectives will mean that an investor will not be able to recoup their investment or to receive a profit on their investment.

Legal Proceedings

The Company may become party to litigation from time to time in the ordinary course of business, which could adversely affect its business. Should any litigation in which the Company becomes involved be determined against the Company such a decision could adversely affect the Company's resources and its ability to continue operating and the market price for the Common Shares and could use significant resources. Even if the Company is involved in litigation and is successful, litigation can redirect significant

company resources and attention away from the business of the Company and may have a material adverse effect on the Company's business, financial condition, financial performance and financial prospects.

Dependence on Management

Although the Company Issuer is expected to have experienced senior management and personnel, it will be substantially dependent upon the services of key personnel, particularly Dr. Patrick Gray, for the successful operation of its business. The loss of the services of any of these personnel could have a material adverse effect on the business of the Company. The Company may not be able to attract and retain personnel on acceptable terms given the intense competition for such personnel among high technology enterprises, including biotechnology, and healthcare companies, universities and non-profit research institutions. If it loses Dr. Patrick Gray, or is unable to attract and retain qualified personnel, its business, financial condition and results of operations may be materially and adversely affected.

Going Concern

The ability of the Company to continue as a going concern is dependent on its ability to generate future profitable operations and to obtain additional debt or equity financing. There can be no assurance that the Company's operations will achieve profitability in the future or that the the Company will be able to successfully obtain financing on commercially reasonable terms or at all.

Substantial Capital Requirements and Liquidity

Substantial additional funds for the Company's research and development programs will be required. No assurances can be given that the the Company will be able to raise the additional funding that may be required for such activities. To meet such funding requirements, the Company may be required to undertake additional equity financing, which would be dilutive to shareholders. Debt financing, if available, may also involve restrictions on financing and operating activities. There is no assurance that additional financing will be available on terms acceptable to the Company or at all. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations, or even cease its operations.

Reliance on Third Parties

The Company is relying on a third party to assist it in conducting both pre-clinical and clinical trials. If this third party does not successfully carry out their contractual duties or meet expected deadlines, the Company may not be able to obtain regulatory approval for or commercialize its technology.

Unproven Market

The Company believes that there will be many different applications for its technologies and that the anticipated market for these technologies will continue to expand. However, no assurance can be given that these beliefs will be correct owing, in particular, to competition from existing technologies or new technologies and the yet to be established replication of the Company's pre-clinical results.

Limited Operating History

The Company has neither a history of earnings nor has it paid any dividends and it is unlikely to pay dividends or enjoy earnings in the immediate or foreseeable future.

Conflicts of Interest

Certain of the directors and officers of the Company are engaged in, and will continue to engage in, other business activities on their own behalf and on behalf of other companies (including research and development companies) and, as a result of these and other activities, such directors and officers may become subject to conflicts of interest. The *Business Corporations Act*, (British Columbia) ("**BCBCA**") provides that in the event that a director has a material interest in a contract or proposed contract or agreement that is material to an issuer, the director shall disclose his interest in such contract or agreement and shall refrain from voting on any matter in respect of such contract or agreement, subject to and in accordance with the BCBCA. To the extent that conflicts of interest arise, such conflicts will be resolved in accordance with the provisions of the BCBCA.

Market Risk

The Company's securities trade on public markets and the trading value thereof is determined by the evaluations, perceptions and sentiments of both individual investors and the investment community taken as a whole. Such evaluations, perceptions and sentiments are subject to change, both in short term time horizons and longer term time horizons. An adverse change in investor evaluations, perceptions and sentiments could have a material adverse outcome on the Company and its securities.

Share Price Volatility and Fluctuations

The market price of the Common Shares may be subject to wide fluctuations in response to many factors, including variations in the financial performance of the Company, divergence in financial results from analysts' expectations, changes in earnings estimates by stock market analysts, changes in the business prospects for the Company, general economic conditions, legislative changes, and other events and factors outside of the Company's control. In addition, stock markets have from time to time experienced extreme price and volume fluctuations, which, as well as general economic and political conditions, could adversely affect the market price for the Common Shares.

Stage of Development

There can be no assurance that the Company's business will be successful or profitable or that the commercialization of its technology will be realized as planned. Development of the Company's technologies will only follow upon obtaining continuing satisfactory clinical results and being able to obtain sufficient financing to continue the development and eventual commercialization and market introduction. There is no assurance that the Company's research and development activities will result in any additional discoveries or that the current resources will be developed to production or be commercially viable. The long-term profitability of the Company's operations will be in part directly related to the cost and success of its technology development and clinical trials, which may be affected by a number of factors.

Science

Although the Company's core science is proven, its efforts to transition from the concept stage to the clinical stage and further to the commercialization stage may not be successful, thereby materially and adversely affecting its business, its financial condition and operations.

Rapid Technological Change

The biotechnology industry is characterized by rapid and substantial technological change. There can be no assurance that developments by others will not render the Company's proposed technologies non-competitive, or that the Company will keep pace with technological developments.

Change in Laws, Regulations and Guidelines

The Company's operations are subject to a variety of laws, regulations and guidelines relating to the business of the Company but also including laws and regulations relating to health and safety, privacy, the conduct of operations and the protection of the environment. While, to the knowledge of the Company's management, the Company is currently in material compliance with all such laws, changes to such laws, regulations and guidelines due to matters beyond the control of the Company may cause adverse effects to the Company's operations and the financial condition of the Company.

Financial Losses

The Company has incurred losses in recent periods. The Company may not be able to achieve or maintain profitability and may continue to incur significant losses in the future. In addition, the Company expects to continue to increase operating expenses as it implements initiatives to continue to grow its business. If the Company's revenues do not increase to offset these expected increases in costs and operating expenses, the Company will not be profitable.

Additional Financing

The expansion of the Company's business is capital intensive. In order to execute its anticipated growth strategy, the Company will require additional equity and/or debt financing to support on-going operations, to undertake capital expenditures or to undertake acquisitions or other business combination transactions. There can be no assurance that additional financing will be available to the Company when needed or on terms which are acceptable. The Company's inability to raise financing to support on-going operations or to fund capital expenditures or acquisitions could limit the Company's growth and may have a material adverse effect upon future profitability. The Company may require additional financing to fund its operations to the point where it is generating positive cash flows.

If additional funds are raised through further issuances of equity or convertible debt securities, existing shareholders could suffer significant dilution. The Company may, subject to securities regulatory requirements and limitations, offer Common Shares, preferred shares, warrants, subscription receipts and units, or any combination thereof, from time to time in one or more offerings, when, and if, market conditions are favorable to the Company. The specific terms of such future offerings, if any, would be subject to the approval of the Board.

Any debt financing secured in the future could involve restrictive covenants relating to capital raising activities and other financial and operational matters, which may make it more difficult for the Company to obtain additional capital and to pursue business opportunities, including potential acquisitions.

Dependence on Suppliers and Skilled Labour

The ability of the Company to compete and grow will be dependent on it having access, at a reasonable cost and in a timely manner, to skilled labour, equipment, parts and components. No assurances can be given that the Company will be successful in maintaining its required supply of skilled labour, equipment, parts and components. It is also possible that the final costs of the major equipment contemplated by the

Company's capital expenditure program may be significantly greater than anticipated by the Company's management and may be greater than funds available to the Company, in which circumstance the Company may curtail, or extend the time frames for completing its capital expenditure plans. This could have an adverse effect on the financial results of the Company.

Operating Risk and Insurance Coverage

The Company has insurance to protect its assets, operations and employees. While the Company believes its insurance coverage addresses all material risks to which it is exposed and is adequate and customary in its current state of operations, such insurance is subject to coverage limits and exclusions and may not be available for all of the risks and hazards to which the Company is exposed. In addition, no assurance can be given that such insurance will be adequate to cover the Company's liabilities or will be generally available in the future or, if available, that premiums will be commercially justifiable. If the Company were to incur substantial liability and such damages were not covered by insurance or were in excess of policy limits, or if the Company were to incur such liability at a time when it is not able to obtain liability insurance, the business, financial performance and financial condition of the Company could be materially adversely affected.

Management of Growth

The Company may be subject to growth-related risks including capacity constraints and pressure on its internal systems and controls. The ability of the Company to manage growth effectively will require it to continue to implement and improve its operational and financial systems and to expand, train and manage its employee base. The inability of the Company to deal with this growth may have a material adverse effect on the Company's business, financial condition, financial performance and prospects.

Dividends

The Company has no earnings or dividend record and does not anticipate paying any dividends on the Common Shares in the foreseeable future. Any dividends paid by the Company would be subject to tax and, potentially, withholdings.

Limited Market for Securities

The Company is listed on the TSXV, however, there can be no assurance that an active and liquid market for the Common Shares will develop or be maintained and an investor may find it difficult to resell any securities of the Company.

Actions against the Company and its Directors and Officers

The Company is organized under the laws of the Province of British Columbia. Certain of the Company's directors and officers reside principally in Canada. Because all or a substantial portion of the Company's assets and the assets of these persons are located in Canada, it may not be possible for foreign investors to effect service of process from outside of Canada upon the Company or those persons. Furthermore, it may not be possible to enforce against the Company foreign judgments obtained in courts outside of Canada based upon the civil liability provisions of the securities laws or other laws in those jurisdictions.

General Business Risk and Liability

Given the nature of Company's business, it may from time to time be subject to claims or complaints from investors or others in the normal course of business. The legal risks facing the Company, its directors, officers, employees or agents in this respect include potential liability for violations of securities laws,

breach of fiduciary duty and misuse of investors' funds. Violations of securities laws and breaches of fiduciary duty could result in civil liability, fines, sanctions, or the suspension or revocation of the Company's right to carry on its existing business. The Company may incur significant costs in connection with such potential liabilities.

Global Uncertainty

The Company's business could be adversely affected by the effects of health epidemics and pandemics, including the global COVID-19 pandemic. In December 2019, a novel strain of COVID-19 was reported in China. Since then, COVID-19 has spread globally, to include Canada, the United States, several European countries, Asia, Australia and New Zealand and Africa. The spread of COVID-19 from China to other countries has resulted in the World Health Organization (WHO) declaring the outbreak of COVID-19 as a "pandemic," or a worldwide spread of a new disease, on March 11, 2020. Many countries around the world, including Canada, have imposed quarantines and restrictions on travel and mass gatherings to slow the spread of the virus, and have closed non-essential businesses.

The spread of COVID-19, which has caused a broad impact globally, may materially affect the Company economically. While the potential economic impact brought by, and the duration of, COVID-19 may be difficult to assess or predict, a widespread pandemic has resulted in significant disruption of global financial markets, reducing the Company's ability to access capital, which could in the future negatively affect the Company's liquidity. In addition, a recession or market correction resulting from the spread of COVID-19 could materially affect the Company's business and the value of the Company's common shares.

The continued spread of COVID-19 globally could also adversely affect the Company's planned clinical trial operations, including its ability to initiate the trials on the expected timelines and recruit and retain patients and principal investigators and site staff who, as healthcare providers, may have heightened exposure to COVID-19 if an outbreak occurs in their geographic areas. Further, the COVID-19 outbreak could result in delays in clinical trials due to prioritization of hospital resources toward the outbreak, restrictions in travel, potential unwillingness of patients to enrol in trials at this time, or the inability of patients to comply with clinical trial protocols if quarantines or travel restrictions impede patient movement or interrupt healthcare services. In addition, the Company relies on independent clinical investigators, contract research organizations and other third-party service providers to assist in managing, monitoring and otherwise carrying out preclinical studies and clinical trials, and the outbreak may affect their ability to devote sufficient time and resources to the Company's programs or to travel to sites to perform work for us.

The global outbreak of COVID-19 continues to rapidly evolve. The extent to which COVID-19 may impact the Company's business, operations and clinical trials will depend on future developments, including the duration of the outbreak, travel restrictions and social distancing in Canada and other countries, the effectiveness of actions taken in Canada, the United States and other countries to contain and treat the disease and whether Canada and other countries are required to move to complete lock-down status. The ultimate long-term impact of COVID-19 is highly uncertain and cannot be predicted with confidence.

DIVIDENDS

The Company has not paid any dividends since incorporation and it has no plans to pay dividends for the foreseeable future. The directors of the Company will determine if and when dividends should be declared and paid in the future based on the Company's financial position at the relevant time. All of the Common Shares are entitled to an equal share of any dividends declared and paid.

CAPITAL STRUCTURE

The Company's authorized capital consists of an unlimited number of Shares without par value As of the date of this AIF, a total of 65,094,769 Shares are issued and outstanding.

Each Share ranks equally with all other Shares with respect to dissolution, liquidation or winding-up of the Company and payment of dividends. The holders of Shares are entitled to one vote for each share of record on all matters to be voted on by such holders and are entitled to receive pro rata such dividends as may be declared by the Board out of funds legally available therefore and to receive, pro rata, the remaining property of the Company on dissolution. The holders of Shares have no redemption, retraction, purchase, pre-emptive or conversion rights. The rights attaching to the Shares can only be modified by the affirmative vote of at least two-thirds of the votes cast at a meeting of shareholders called for that purpose.

Warrants

As of the date of this AIF, there are 11,296,291 Warrants with an exercise price of $0.15 per Share and which would result in $1,694,444 cash proceeds to the Company, if exercised.

Stock Options

The Company has a 10% rolling stock option plan (the "**Option Plan**") that was approved by shareholders at the Company's annual meeting on March 12, 2018. Pursuant to the Option Plan, the Board may from time to time, in its discretion, and in accordance with TSXV requirements, grant to directors, officers, employees and consultants of the Company, non-transferable options (each, an "**Option**") to purchase Common Shares, provided that the number of common shares reserved for issuance will not exceed 10% of the issued and outstanding common shares exercisable for five years from the date of grant.

As of the date of this AIF there are 4,315,000 Options outstanding as of, with a weighted average exercise price of $0.35 per share, which would result in $1,510,250 cash proceeds to the Company, if exercised.

MARKET FOR SECURITIES

Trading Price and Volume

The Common Shares are listed and posted for trading on the TSXV under the trading symbol "PAS". The following table sets forth the high and low trading prices and trading volume of the Common Shares for its most recently completed financial year as reported by the TSXV for the periods indicated:

Month	High ($)	Low ($)	Total Volume
November 2020	0.160	0.120	94,255
October 2020	0.165	0.135	598,628
September 2020	0.200	0.140	1,062,881
August 2020	0.190	0.155	1,107,520
July 2020	0.450	0.160	3,514,016
June 2020	0.195	0.095	1,989,222
May 2020	0.130	0.090	372,258
April 2020	0.130	0.065	2,693,353
March 2020	0.150	0.075	1,820,935
February 2020	0.135	0.090	475,723
January 2020	0.105	0.075	1,124,627
December 2019	0.120	0.070	670,485

PRIOR SALES

During the year ended November 30, 2020, the Company issued the following securities that are not listed or quoted on a marketplace:

Stock Options

As of the date of this AIF, there are Options outstanding to purchase an aggregate of 4,315,000 Common Shares.

DIRECTORS AND OFFICERS

Name, Occupation and Security Holdings

The following table sets out the names of the directors and officers of the Company as of the date of this AIF and their respective provinces or states and countries of residence, positions with the Company, principal occupations within the five preceding years, periods during which each director has served as a director and the number of each class of securities of the Company and percentage of such class beneficially owned, directly or indirectly, or subject to control or direction by that person.

The term of each of the current directors of the Company will expire at the Company's next annual general meeting unless his/her office is earlier vacated in accordance with the Articles of the Company or he/she becomes disqualified to act as a director. The Company is not required to have an executive committee but it has an Audit Committee as indicated below.

Name, Position and City, Province and Country of Residence[(1)]	**Principal Occupation or Employment for Past 5 Years**	**Director or Officer Since**	**No. and Percentage of Common Shares[(1)]**
Patrick Gray *Washington, USA* Director, Chief Executive Officer	2015 – present: Pascal Biosciences Inc. – *CEO* 2012 – present: Omeros Corporation, *Scientific Fellow*	December 8, 2015	2,623,162 4.02%
Jens Biertumpel[(2)(3)] *Cayman Islands* Director	2018 – present: Helios Asset Management, *Portfolio Manager* 2013 – 2018: Lightstream Capital Ltd., *Manager*, Mont Blanc Capital Management AG, *Managing Director*	June 30, 2015	1,090,849 1.67%
Terry Pearson[(2)] *British Columbia, Canada* Director	Assay Technologies, Inc., *Chief Scientific Officer, SISCAPA* University of Victoria: *Emeritus Professor, Biochemistry and Microbiology*	December 16, 2014	103,000 0.10%
Thomas Gadek	2016 – 2020t: Tear Solutions, *CEO,*	September 20,	Nil

Utah, USA Director	*Director*	2016	
Judith F. Dalling *British Columbia, Canada* Chief Financial Officer	Self-employed	June 1, 2013	175,000 0.20%
Michael Shepard(2) *California, USA* Director	2015 – present: Biooncology consultant	July 9, 2020	Nil
Kevin Egan *Washington, USA* VP - Business Development - Pascal (US)	2018 – present: Pascal Biosciences Inc. 2014 – 2018: Borealis Biotechnology LC, *President*	December 1, 2018	Nil
Larry Tjoelker *Washington, USA* VP Research	2017 – present: Pascal Biosciences Inc. 2012-2017: Omeros Corporation, *Director, Science*	November 16, 2018	Nil
Tom Deckworth *Washington, USA* VP - Therapeutic Development	2018-present: Pascal Biosciences Inc. 2013 – 2018: Presage Biosciences, *VP, Cancer Drug Development*	November 16, 2018	Nil

Notes:

(1) Information as to country of residence, principal occupation and Shares owned or over which a director exercises control or direction has been confirmed by the respective directors individually.
(2) Member of the Audit Committee.
(3) A total of 110,000 of these Shares are held by Mr. Biertumpel's spouse.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

To the knowledge of the Company, no director or executive officer of the Company nor a shareholder holding a sufficient number of Common Shares to materially affect the control of the Company, nor a personal holding company of any of them,

(a) is, at the date of this AIF or has been within the 10 years before the date of this AIF, a director or executive officer of any company (including the Company), that while that person was acting in that capacity,

(i) was the subject of a cease trade order or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days; or

(ii) was subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities registration, for a period of more than 30 consecutive days; or

(iii) within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement, or compromise with creditors, or had a receiver, receiver manager, or trustee appointed to hold its assets; or

(b) has, within the 10 years before the date of this AIF, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or comprise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, officer or shareholder.

To the knowledge of the Company, no director or executive officer of the Company, nor a shareholder holding a sufficient number of common shares of the Company to affect materially the control of the Company, nor a personal holding company of any of them, has been subject to:

(a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
(b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

Conflicts of Interest

To the knowledge of the Company, there are no existing or potential material conflicts of interest between the Company or its subsidiaries, nor with any director or officer of the Company or its subsidiaries.

STATEMENT OF EXECUTIVE COMPENSATION

The information contained below is provided as required under Form 51-102F6V for Venture Issuers, as such term is defined in National Instrument 51-102. All of the information in this section is as of November 30, 2020, being the date of the Company's most recently completed financial year.

Definitions

"**Chief Executive Officer**" or "CEO" of the Company means an individual who served as chief executive officer of the Company or acted in a similar capacity during the most recently completed financial year;

"**Chief Financial Officer**" or "CFO" of the Company means an individual who served as chief financial officer of the Company or acted in a similar capacity during the most recently completed financial year;

"**Compensation Securities**" includes stock options, convertible securities, exchangeable securities and similar instruments including stock appreciation rights, deferred share units and restricted stock units granted or issued by the company or one of its subsidiaries for services provided or to be provided, directly or indirectly, to the company or any of its subsidiaries;

"**external management company**" includes a subsidiary, affiliate or associate of the external management company;

"**NEO**" or "**named executive officer**" means each of the following individuals:

(a) a CEO;

(b) a CFO;

(c) each of the three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than $150,000, as determined in accordance with subsection 1.3(6) of Form 51-102F6, for that financial year; and

(d) each individual who would be an NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the company, nor acting in a similar capacity, at the end of that financial year;

"**Plan**" includes any plan, contract, authorization, or arrangement, whether or not set out in any formal document, where cash, compensation securities or any other property may be received, whether for one or more persons and includes the Company's Option Plan; and

"**underlying securities**" means any securities issuable on conversion, exchange or exercise of compensation securities.

Director and Named Executed Officer Compensation

The following table provides a summary of compensation paid, directly or indirectly, for each of the two most recently completed financial years (ended November, 2020 and 2019 respectively), to the directors, and to the NEOs:

Table of compensation excluding securities							
Name and position	Year	Salary, consulting fee, retainer or commission ($)	Bonus ($)	Committee or meeting fees ($)	Value of Perquisites ($)	Value of all other compensation ($)	Total compensation ($)
Patrick Gray *Chief Executive Officer*	2020 2019	189,389 227,563	Nil Nil	Nil Nil	34,090 29,009	Nil Nil	223,479 256,572
Jens Biertumpel[(1)] *Director*	2020 2019	62,170 56,526	Nil Nil	Nil Nil	Nil Nil	Nil Nil	62,170 56,526
Terry Pearson *Director*	2020 2019	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Thomas Gadek *Director*	2020 2019	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil

Judi Dalling *Chief Financial Officer*	2020 2019	122,000 65,000	Nil Nil	Nil Nil	Nil Nil	Nil Nil	122,000 65,000
Kevin Egan *VP, Business Development Pascal (US)*	2020 2019	104,185 269,595	Nil Nil	Nil Nil	18,913 23,404	Nil Nil	123,098 292,999
Larry Tjoelker *VP, Research Pascal (US)*	2020 2019	189,389 214,294	Nil Nil	Nil Nil	34,380 33,077	Nil Nil	223,769 247,371
Tom Deckworth *VP, Therapeutic Development Pascal (US)*	2020 2019	198,489 277,789	Nil Nil	Nil Nil	36,032 31,597	Nil Nil	234,521 309,386
Carl Weissman *Acting VP, Pascal (US)*	2020 2019	NA 250,784	NA Nil	NA Nil	NA Nil	NA Nil	NA 250,784

Notes:

(1) During the fiscal year ended November 30, 2020 and 2019, the Company paid or accrued fees of $62,170 and $56,526 respectively to Mr. Jens Biertumpel for mergers and acquisition consulting and attendance at various investment conferences.

External Management Companies

There are no external management companies.

Stock Options and Other Compensation Securities

During the year ended November 30, 2020, the Company did not grant stock options or other compensation securities to the directors, and to the NEOs.

As at November 30, 2020 (the Company's most recently completed financial year), Patrick Gray held a total of 842,000 Company's stock options, Judi Dalling held a total of 225,000 of the Company's stock options, Karoly Nikolich held a total of 352,500 of the Company's stock options, Jens Biertumpel held a total of 572,500 of the Company's stock options, Terry Pearson held a total of 275,000 of the Company's stock options, Graeme Bell held a total of 250,000 of the Company's stock options, Julie Eastland held a total of 375,000 of the Company's stock options and Tom Gadek held a total of 550,000 of the Company's stock options. In December, 2020, Tom Gadek and Michael Shepard were each granted an additional 150,000 stock options.

Stock Option Plans and Other Incentive Plans

The Option Plan is a "rolling" stock option plan whereby a maximum of 10% of the issued Common Shares of the Company, from time to time, may be reserved for issuance under the Option Plan provided that as long as the Company is a capital pool company (as defined in the policies of the TSXV) such number may not exceed 10% of the Common Shares outstanding as at the closing of the Company's initial public offering. As the Company's Option Plan is a "rolling" plan, the policies of the TSXV require that the

Company seek shareholder approval of the Option Plan annually. The Option Plan is administered by the Company's board of directors.

1. The aggregate number of Common Shares which may be issued and sold under the Option Plan will not exceed 10% of the issued and outstanding shares at the time of grant of any Option under the Option Plan.

2. The option price of any Common Shares in respect of which an Option may be granted shall be fixed by the Board provided that the minimum exercise price shall not be less than the market price of the Common Shares at the time the option is granted, less the discounts permitted by the TSXV.

3. Options under the Option Plan may be granted by the Board to directors, senior officers, employees or consultants of the Company, collectively known as the "Participants".

4. Options granted under the Option Plan are exercisable over a period not exceeding ten years, provided that notwithstanding the foregoing, if the term of any Option granted under the Option Plan ends on a day occurring during a blackout period (being the period imposed by the Company during which insiders are prohibited from trading in the securities of the Company) or within nine business days thereafter, such expiry date of the Option shall be automatically extended without any further act or formality to that date which is the tenth business day after the end of the blackout period, such tenth business day to be considered the expiry date for such Option for all purposes under the Option Plan.

5. Subject to any vesting restrictions imposed by the TSXV, the Board may determine, in its sole discretion, the time during which Options shall vest and the method of vesting, or that no vesting restriction shall exist.

6. No single Participant may be granted options to purchase a number of common shares of the Company equaling more than 5% of the issued Common Shares of the Company in any one twelve-month period unless the Company has obtained disinterested shareholder approval in respect of such grant and meets applicable TSXV requirements.

7. Options shall not be granted if the exercise thereof would result in the issuance of more than 2% of the issued Common Shares of the Company in any twelve-month period to any one consultant of the Company (or any of its subsidiaries).

8. Options shall not be granted if the exercise thereof would result in the issuance of more than 2% of the issued Common Shares of the Company in any twelve-month period to persons employed to provide investor relations activities. Options granted to consultants performing investor relations activities will contain vesting provisions such that vesting occurs over at least twelve months with no more than ¼ of the options vesting in any three-month period.

9. No Options can be granted under the Option Plan if the Company is on notice from the TSXV to transfer its listed shares to the NEX or while the Company's shares trade on the NEX.

10. If a Participant ceases to be a technical consultant/non-technical consultant or employee of the Company or any of its subsidiaries as a result of retirement, resignation or termination without cause, such Participant shall have the right for a period of 90 days (or until the normal expiry date of the option rights of such Participant, if earlier) from the date of ceasing to be a technical consultant/non-technical consultant or employee to exercise all unexercised option rights of that Participant under the Option Plan to the extent they were exercisable on the date of ceasing to be a

technical consultant/non-technical consultant or employee; provided that if such Participant was engaged in investor relations activities, such exercise must occur within 30 days after the cessation of the Participant's services to the Company (subject to extension at the discretion of the Board).

11. If a Participant ceases to be a director or officer of the Company or any of its subsidiaries as a result of retirement, resignation or termination without cause, subject to the discretion of the Board, such Participant shall have the right for a period of one year (or until the normal expiry date of the option rights of such Participant, if earlier) from the date of ceasing to be a director or officer to exercise all unexercised option rights of that Participant under the Option Plan to the extent they were exercisable on the date of ceasing to be a director or officer.

12. No right or interest of any Participant in or under the Option Plan is assignable or transferable, in whole or in part, either directly or by operation of law or otherwise in any manner except by bequeath or the laws of descent and distribution.

13. In the event an Option granted under the Option Plan expires unexercised or is terminated by reason of dismissal of the Participant for cause or is otherwise lawfully cancelled prior to exercise of the option, the option shares that were issuable thereunder will be returned to the Option Plan and will be eligible for reissuance.

14. Subject to applicable approval of the TSXV, the Board may, at any time, suspend or terminate the Option Plan, amend or revise the terms of the Option Plan; provided that no such amendment or revision shall result in a material adverse change to the terms of any Options theretofore granted under the Option Plan, unless shareholder approval, or disinterested shareholder approval, as the case may be, is obtained for such amendment or revision.

Employment, Consulting and Management Agreements

The Company entered into a consulting agreement with Ms. Judi Dalling for services in her capacity as Chief Financial Officer and Corporate Secretary. Pursuant to this consulting agreement the Company pays Ms. Dalling an annual consulting fee of $102,000 payable in equal monthly installments in advance. In January, 2020, the Board of Directors approved a $20,000 bonus to Ms. Dalling. The agreement provides that should the Company terminate the agreement without cause, or in the event that there is a change of control of the Company, as defined in the agreement, and the consulting services of Ms. Dalling are terminated within 12 months from the date of such change of control, the Company will make a lump sum termination payment to Ms. Dalling that is equal to three months of the base consulting fee. If the contract was terminated without cause as at November 30, 2020, the estimated incremental payments resulting from such termination would be $25,500.

Oversight and Description of Director and Named Executive Officer Compensation

Compensation of Directors

Given the Company's status as an early-stage company, the Board does not feel that any payment to the directors is appropriate in such person's capacity as a director. Long term incentives (stock options) are granted from time to time, based on an existing complement of long term incentives, corporate performance and to be competitive with other companies of similar size and scope.

Compensation of Named Executive Officers

Given the Company's status as an early-stage company, the Board does not feel that a compensation committee is required to evaluate compensation. The Board reviews and approves compensation paid to the Company's Named Executive Officers.

Compensation objectives include attracting and retaining highly-qualified individuals, creating among directors, officers, consultants and employees, a corporate environment which will align their interests with those of the shareholder and ensuring competitive compensation that is also affordable for the Company.

The compensation program is designed to provide competitive levels of compensation. The Company recognizes the need to provide a total compensation package that will attract and retain qualified and experienced executives as well as align the compensation level of each executive to that executive's level of responsibility. In general, the Company's Named Executive Officers may receive compensation that is comprised of three components: (a) salary, wages or contractor payments; (b) stock option grants; and (c) bonuses.

The Company has not begun to market any product or to generate revenues. As a result, the use of traditional performance standards, such as corporate profitability, is not considered by the Company to be appropriate in the evaluation of the performance of the Named Executive Officers. The salaries are set on a basis of a review and comparison of salaries paid to executives at similar companies.

Stock option grants are designed to reward the Named Executive Officers for success on a similar basis as the shareholders of the Company, although the level of reward provided by a particular stock option grant is dependent upon the volatility of the stock market.

Bonuses paid to the Named Executive Officers are allocated on an individual basis and are based on review by the Board of the work planned during the year and the work achieved during the year, including work related to advances in research and development, administration, financing, shareholder relations and overall performance. The bonuses are paid to reward work done above the base level of expectations set by the base salary, wages or contractor payments.

The Company does not have a share-based award incentive plan.

Pension Disclosure

The Company does not have a pension plan in place and therefore there were no pension plan benefit awards made to the Named Executive Officers during the fiscal year ended November 30, 2020.

PROMOTERS

The Company has not had a promoter during the past two most recently completed financial years or during the current year.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

Legal Proceedings

The Company is not aware of any actual or pending material legal proceedings to which the Company or either of its subsidiaries is or is likely to be party or of which any of its business or property is or is likely to be subject.

Regulatory Actions

No penalties or sanctions were imposed against the Company by a court relating to securities legislation or by a securities regulatory authority during the year ended November 30, 2020.

No penalties or sanctions were imposed by a court or regulatory body against the Company that would likely be considered important to a reasonable investor in making an investment decision.

The Company did not enter into any settlement agreements before a court relating to securities legislation or with a securities regulatory authority during the year ended November 30, 2020.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Other than as disclosed in this AIF, no director, executive officer or persons or companies who beneficially own, control or direct, directly or indirectly, more than 10 percent of any class of outstanding voting securities of the Company, nor any associate or affiliate of the foregoing persons, has or has had any material interest, direct or indirect, in any transactions with the Company within the three most recently completed financial years or during the current financial year, that has materially affected or is reasonably expected to have a material effect on the Company.

TRANSFER AGENT AND REGISTRAR

The Company's transfer agent and registrar is Computershare Trust Company of Canada ("Computershare"). Computershare's register of transfers for the Common Shares of the Company is located at 510 Burrard Street, Second Floor, Vancouver, British Columbia, Canada, V6C 3B9.

MATERIAL CONTRACTS

Except for contracts entered into in the ordinary course of business or as otherwise stated in this AIF, the Company has no material contracts.

INTERESTS OF EXPERTS

Smythe LLP, Chartered Professional Accountants is the independent registered public accounting firm of the Company and is independent within the meaning of the Code of Professional Conduct of the Chartered Professional Accountants of British Columbia.

ADDITIONAL INFORMATION

Additional information relating to the Company is available on SEDAR at www.sedar.com.

Additional financial information is provided in the Company's audited financial statements and the Management's Discussion and Analysis of the Company for the year ended November 30, 2020, due to be filed on or before March 30, 2021, a copy of which may be requested from the Company's head office, or obtained from SEDAR (www.sedar.com).