

**Form 51-102F3
Material Change Report**

PART 2 CONTENT OF MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

PASCAL BIOSCIENCES INC.
4000 Mason Road, Suite 304
Seattle WA 98195

Item 2 Date of Material Change

November 15, 2021

Item 3 News Release

November 26, 2021
Filed with the Sedar and Stockwatch

Item 4 Summary of Material Change

The Company announced it is filing for conditional acceptance of a \$900,000 private placement. The Company's Collaborative Research Agreement with SoRSE Technologies Inc. expired on November 15, 2021 and will not be renewed.

Item 5 Full Description of Material Change

On October 28, 2021, the Company announced a non-brokered private placement financing of up to 9,000,000 units (each a "Unit") of securities at a price of \$0.10 per Unit for aggregate gross proceeds of up to \$900,000.00 (the "Offering"). Each Unit will be comprised of one (1) common share and one (1) non-transferable common share purchase warrant, with each whole warrant entitling the holder to purchase one additional common share at a price of \$0.15 for two years from the closing date of the private placement. The exercise term of the warrant will be accelerated in the event the closing price of the Shares is above \$0.20 for ten consecutive days and will be exercisable for a period of 15 days from the date of receipt by investors of a Notice of Acceleration. Finder's fees of up to 10% may be paid.

The Company is continuing with the process of raising the funds and has filed for conditional acceptancy by the TSX.V

The Company's Collaborative Research Agreement with SoRSE Technologies Inc. completed on November 15, 2021.

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

N/A

Item 7 Omitted Information

No information has been omitted on the basis that it is confidential information.

Item 8 **Executive Officer**
Rob Geitl – CEO, President
Telephone: 206-221-3443

Email: rgietl@pascalbiosciences.com

Item 9 **Date of Report**
November 26, 2021