



Pascal Biosciences Sign Term Sheet for \$2,000,000 Convertible Notes

VANCOUVER, BRITISH COLUMBIA, March 16, 2022- Pascal Biosciences Inc. (“**Pascal**” or the “**Company**”) (TSXV:PAS) (OTC:PSCBF) (FSE: 6PB-FF). Pascal has signed a term sheet dated March 16, 2022 with Shape Capital Pty Ltd. of Melbourne, Victoria (“**Shape**”), an investment and advisory firm, which will provide a three-year, convertible note for \$2,000,000.

The note is non-interest bearing and is structured to advance to Pascal tranches of \$55,000 per month which, at the option of the investors in the note (“**Investors**”), can be doubled to \$110,000 on any given month. At the company’s option the draw down can be paused for up to two periods of up to three months per period. With each drawdown Pascal will issue common shares (“**Shares**”) to satisfy the note. The number of shares issued will be based on a Conversion Price equal to 90% of the average of five daily VWAPs, selected by the Investor, during the 22 trading days prior to the Conversion Notice. If that price is less than the Discounted Market Price, as defined by the TSX.V, the Conversion Price will be the Discounted Market Price. The Company is being charged an administration fee by Shape of \$130,000 (\$65,000 within 3-days of acceptance, and \$65,000 at twelve months), and a commitment fee of \$80,000. The \$210,000 will be paid by the issue of 2,100,000 Shares at deemed price of \$0.10 per Share. Investors will be issued 2,200,000 Share purchase warrants (“**Warrants**”) to acquire, for one year, one further Share. These Warrants will be distributed pro-rata with the tranche distributions during the first year and will be priced at a 100% premium to the conversion price of the underlying tranche.

The Notes are subject to the acceptance of the TSX.V. All Shares will have a hold period of four months and one day from the date of issue.

In addition to this convertible note, the Company is working on arranging a private placement of up to \$1,000,000, by the issue of units at a price of \$.08. Each unit consists of one Share and one Share purchase warrant to purchase one additional Share, at a price of \$.15 per Share for a term of two years.

Dr. Brian Bapty, Pascal Biosciences CEO, stated “We are thankful for the support provided by Shape Capital in the form of the convertible note. The note is well structured to offset the majority of near-term forecast monthly expenses and, combined with the proposed private placement, allows some flexibility as we focus our research efforts on the strongest drug candidates to advance towards clinical trials. Using good science to add value to products in development is our goal, and the measure of our success should be share price appreciation. With this in mind, shareholders should anticipate going forward a leaner pipeline and efforts from Pascal to capture other aspects of the biotechnology value chain.”

ABOUT PASCAL BIOSCIENCES INC.

Pascal is a biotechnology company targeting innovative therapies for cancer, including targeted therapies for acute lymphoblastic leukemia and cannabinoid-based therapeutics. Pascal's leading portfolio also comprises a small molecule therapeutic, PAS-403, that is advancing into clinical trials for the treatment of glioblastoma, and PAS-393, an immuno-stimulatory cannabinoid to be used in combination with checkpoint inhibitor therapy.

To learn more, visit: <https://www.pascalbiosciences.com/>.

On Behalf of the Board of Directors
Dr. Brian Bapty, CEO

Company Contact:

Dr. Patrick Gray

Email: pgray@pascalbiosciences.com

Phone: (206) 650-6765

Investors:

invest@pascalbiosciences.com

Tel: 206-221-3443

Forward-Looking Statements

DISCLAIMER

Certain statements in this press release contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 or forward-looking information under applicable Canadian securities legislation that may not be based on historical fact, including without limitation statements containing the words “believe”, “may”, “plan”, “will”, “estimate”, “continue”, “anticipate”, “intend”, “expect” and similar expressions. Such forward-looking statements or information involve known and unknown risks, uncertainties and other factors that may cause our actual results, events or developments, or industry results, to be materially different from any future results, events or developments express or implied by such forward-looking statements or information. Such factors include, among others, our stage of development, lack of any product revenues, additional capital requirements, risk associated with the completion of clinical trials and obtaining regulatory approval to market our products, the ability to protect our intellectual property, dependence on collaborative partners and the prospects for negotiating additional corporate collaborations or licensing arrangements and their timing. Specifically, certain risks and uncertainties that could cause such actual events or results expressed or implied by such forward-looking statements and information to differ materially from any future events or results expressed or implied by such statements and information include, but are not limited to, the risks and uncertainties that: products that we develop may not succeed in preclinical or clinical trials, or future products in our targeted corporate objectives; our future operating results are uncertain and likely to fluctuate; we may not be able to raise additional capital; we may not be successful in establishing additional corporate collaborations or licensing arrangements; we may not be able to establish marketing and the costs of launching our products may be greater than anticipated; we have no experience in commercial manufacturing; we may face unknown risks related to intellectual property matters; we face increased competition from pharmaceutical and biotechnology companies; and other factors as described in detail in our filings with the Canadian securities regulatory authorities at www.sedar.com. Given these risks and uncertainties, you are cautioned not to place undue reliance on such forward-looking statements and information, which are qualified in their entirety by this cautionary statement. All forward-looking statements and information made herein are based on our current expectations and we undertake no obligation to

revise or update such forward- looking statements and information to reflect subsequent events or circumstances, except as required by law.

“Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release”