



**PASCAL BIOSCIENCES INC.**

**Notice of Special and Annual General Meeting of Shareholders of Pascal Biosciences Inc.  
(the "Meeting")**

You are invited to a Zoom meeting.

When: May 5, 2022 10:00 AM Pacific Standard Time ("PST") Vancouver

Register in advance for this meeting:

<https://us06web.zoom.us/meeting/register/tZEsc-Ggpz4rG91HUYHvza8pAqwuiTy119MG>

After registering, you will receive a confirmation email containing information about joining the meeting.

**And**

**Management Information Circular**

**April 4, 2022**

**PASCAL BIOSCIENCES INC.**

Pascal Biosciences Inc.  
4000 Mason Road, Suite 304  
Seattle WA 98195

**Tel: 1-206-221-3343 Email: [bbapty@pascalbiosciences.com](mailto:bbapty@pascalbiosciences.com)**

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that a special and annual general meeting (“**Meeting**”) of the holders of common shares (“**Shares**”) of Pascal Biosciences Inc. (“**PASCAL**” or the “**Company**”) will be a virtual meeting held by Zoom on May 5, 2022 at 10:00 A.M. PST.

**The Meeting is being held by Zoom in light of the ongoing public health concerns related to COVID-19 and in order to comply with measures imposed by the jurisdictions governing the affairs of the Company. Shareholders can attend the Meeting by Zoom but will not be able to vote at the Meeting and are encouraged to submit their votes by proxy well in advance of the Meeting proxy deadline of 10:00 A.M. PST on May 3, 2022.**

The Company is offering Shareholders the option to listen and participate (but not vote) at the Meeting in real time by Zoom: Below is the link for the Zoom Meeting scheduled for May 5, 2022 at 10:00 AM, PST.

Register in advance for this meeting:

<https://us06web.zoom.us/meeting/register/tZEsc-Ggpz4rG91HUYHvza8pAqwuiTy119MG>

After registering, you will receive a confirmation email containing information about joining the Meeting. To avoid delays on the Meeting date, management strongly recommends that you pre-register as soon as possible and at least 48 hours in advance of the Meeting.

Shareholders who intend to attend the Meeting via Zoom must **submit votes by Proxy ahead of the proxy deadline of 10:00 A.M. PST on May 3, 2022.**

The Meeting is being held for the following purposes:

1. to receive the financial statements of the Company for its financial year ended November 30, 2021 and the auditor’s report thereon;
2. to elect directors to the Company for the ensuing year;
3. to re-appoint Smythe LLP as auditor of the Company for the ensuing year and to authorize the directors to fix their remuneration;
4. to approve the Company’s 10% Rolling Stock Option Plan;
5. to approve the grant of stock options to officers and directors.
6. to approve the issue of Shares for debt to a director.
7. to approve compensation payments to the Chief Executive Officer, (“CEO”) by the issue of Shares.
8. to approve the destruction of proxies one year after the Meeting date, provided there is no challenge to the proceedings.
9. to transact such other business as may properly come before the Meeting and any adjournment thereof.

Accompanying this Notice are an Information Circular and Form of Proxy.

Only shareholders of record on March 31, 2022 will be entitled to receive notice of, and to vote at, the Meeting or any adjournment thereof. A shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must have deposited his duly executed form of proxy not later than 10:000 PST on May 3, 2022, or, if the Meeting is adjourned, not later than 48 hours preceding the time of such adjourned Meeting.

Regardless of whether a shareholder plans to attend the Meeting in person, we request that each shareholder please complete, date, and sign the enclosed form of proxy and deliver it in accordance with the instructions set out in the form of proxy and Information Circular.

Non-registered shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form to ensure their shares are voted at the Meeting. A shareholder who holds shares in a brokerage account is not a registered shareholder.

DATED at Vancouver, B.C. this 4th day of April 2022.

**ON BEHALF OF THE BOARD OF DIRECTORS OF PASCAL BIOSCIENCES INC.**

*(signed) "Brian Bapty"*

Dr. Brian Bapty

Chief Executive Officer, President, Director