

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

**PART 2           CONTENT OF MATERIAL CHANGE REPORT**

**Item 1           Name and Address of Company**

PASCAL BIOSCIENCES INC.  
1600 4<sup>TH</sup> Avenue  
Seattle WA 98122

**Item 2           Date of Material Change**

December 10, 2023

**Item 3           News Release**

December 15, 2023  
Filed with Sedar and Stockwatch

**Item 4           Summary of Material Change**

**Execution of an asset purchase agreement with SorSE Technologies Corporation.**

**Item 5           Full Description of Material Change**

The Company has now signed an asset purchase agreement dated February 10, 2023 (the “APA”) with SoRSE Technologies Corporation (“SoRSE”) to acquire from SoRSE the assets comprising THC Essentials (the “Transaction”). The purchase price is cash and shares:

-U.S. \$1,125,000 of which U.S. \$625,000 is payable at closing of the Transaction and U.S. \$500,000 is payable 12 months from the Closing Date. The U.S. \$500,000 bears interest at 7.5% payable 13 months from the Closing Date.

-SoRSE will be issued 3,555,000 consolidated Shares equal to 9.90% of the issued Shares on Closing at a deemed price of \$0.10 per Share. The number of Shares may vary if there is an adjustment in the proposed financing of 18,000,000 units.. (See “Financing” below).

The Company is required to have its shares listed on the CSE on the Closing Date of March 31, 2023. The Company will sign a promissory note and a security agreement, which secures the Company’s assets until the U.S. \$500,000 plus interest of 7.5%, is paid. In the event Shares are issued at a price of less than \$0.05 per Share in the first year following Closing, the Company will issue Shares to SoRSE in an amount to provide SoRSE a 9.9% shareholding in the issued Shares.

The parties have agreed to certain exclusivity of the SoRSE THC Emulsion for the product, Major, in certain markets, a supply agreement for pricing, a three year non-compete clause in the THC finished good markets and Pascal is to use the SoRSE THC Emulsion exclusively for three years.

The products available for license by THC Essentials can be seen at [www.thcessentials.com](http://www.thcessentials.com)

**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**  
**Pat Gray– CEO**  
Telephone: 206-650-6756  
Email: pgray@pascalbiosciences.com

**Item 9**      **Date of Report**  
February 15, 2023