

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

PART 2 CONTENT OF MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

PASCAL BIOSCIENCES INC.
1600 4TH Avenue
Seattle WA 98122

Item 2 Date of Material Change

May 18, 2023

Item 3 News Release

May 18, 2023
Filed with Sedar and Stockwatch

**Item 4 Summary of Material Change
Reorganization details, delisting from the TSX**

Item 5 Full Description of Material Change

Shareholders of the Company owning 56% of the issued shares of the Company (“Shares”) have approved the re-organization of the Company, including delisting from the TSX.V. Details of the reorganization were disclosed in prior releases dated December 9, 2022 and February 15, 2023.

At the request of the Company, the Shares will be de-listed from the TSX.V at the close of the market on May 23, 2023. Immediately thereafter: (i) the Company’s name will be changed to Nevis Brands Inc., (ii) the Shares will consolidate on the basis of one new share for five old shares, and (iii) the Company’s board of directors and the CEO will change. A news release will be issued the next day providing details about the new directors and the CEO.

The Company has received a conditional listing letter dated April 26, 2023 from the Canadian Securities Exchange (the “CSE”). That letter requires the Company’s reorganization to complete on the day the Shares are listed on the CSE (the “Listing Date”). On the Listing Date, a private placement of \$2,000,000 (the “Private Placement”) and the acquisition of THC Essentials (the Acquisition”) are required to close as well as issuing Shares for debt, which will complete the reorganization.

Completion of the transactions disclosed in this press release are subject to a number of conditions, including closing the Private Placement and the Acquisition. There can be no assurance that the Transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in further news releases or the CSE form 2A Listing Statement, still to be finalized, any information

released or received with respect to the transactions may not be accurate or complete and should not be relied upon. The Shares of the Company have been halted since the first week of December 2022.

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