

**Form 51-102f3
MATERIAL CHANGE REPORT**

Item 1. Name and Address of Company:

The name of the reporting issuer is RISE Life Science Corp. ("RISE" or the "Company"). Its principal office is located at 145 King Street West Suite 210, Toronto, Ontario, M5H 1J8.

Item 2. Proposed Date of Material Change:

April 1, 2019

Item 3. Press Release:

April 1, 2019 (attached)

Item 4. Summary of Material Change:

RISE completed an unsecured convertible note financing, raising an aggregate of C\$2,349,000.

Item 5. Full description of Material Change:

RISE Life Science Corp. (the “Company” or “RISE”) has completed a third tranche of its offering previously announced on November 14, 2018 (the “Offering”) of unsecured convertible notes (the “Notes”), raising an additional C\$2,349,000. Pursuant to the Offering, the Company has now raised an aggregate of C\$7,874,000.

The Notes will accrue interest at a rate of 12% per year, paid quarterly in cash to the holders of the Notes. The maximum term of the Notes is 24 months. The minimum term of the Notes is twelve months, after which time the Company can repay the principal amount of the Notes and any accrued but unpaid interest without penalty or bonus.

At any time prior to repayment of Notes by the Company, the outstanding principal amount of each Note and any accrued and unpaid interest is convertible at the sole discretion of the noteholder into common shares of the Company (“Common Shares”) at the conversion price of C\$0.15 per share. In addition, Notes are convertible by the Company in its discretion into Common Shares at the conversion price of C\$0.15 per share in the event that the Common Shares trade at C\$0.35 or more for 21 or more consecutive trading days on the Canadian Securities Exchange.

The purchasers of the Notes in this third tranche closing were also issued an aggregate of 15,658,434 Common Share purchase warrants of the Company (“Warrants”), each Warrant exercisable for 24 months from the date of issue for C\$0.15 per Warrant, into (i) one Common Share, and (ii) one half of one Common Share purchase warrant (each whole such warrant a “Bonus Warrant”). Each Bonus Warrant shall be exercisable into one Common Share at an exercise price of C\$0.20 per share and shall expire 12 months from the date of its issuance.

Certain proceeds of this third tranche of the Offering (the “Escrowed Proceeds”), together with the Notes and Warrants comprising this third tranche of the Offering (the “Escrowed Units”), will be deposited with an escrow agent (the “Escrow Agent”) upon closing. If the Company is successful in completing a CBD-related investment (the “Transaction”), the certificates representing the Escrowed Units will be automatically released from escrow to the subscribers therefor, and the Escrowed Proceeds will be automatically released from escrow to the Company. If a Transaction has not closed on or before June 30, 2019, unless otherwise agreed by the Company and subscribers for Escrowed Units, the Escrowed Proceeds will be returned to subscribers of Escrowed Units and the Notes and Warrants that are part of the Escrowed Units will be returned to the Company for cancellation.

Item 6. Reliance on Subsection 7.12(2) of National Instrument 51-102:

No reliance

Item 7. Omitted Information

No significant facts remain confidential in, and no information has been omitted from this report.

Item 8. Executive Officer

For further information, please contact Michael Campbell (416) 817-0533.

Item 9. Date of Report

April 3, 2019



RISE Closes Third Tranche of Convertible Note Financing

TORONTO, ONTARIO – April 1, 2019 – RISE Life Science Corp. (the “Company” or “RISE”) (CSE:RLSC) is pleased to announce that it has completed a third tranche of its offering previously announced on November 14, 2018 (the “Offering”) of unsecured convertible notes (the “Notes”), raising an additional C\$2,349,000. Pursuant to the Offering, the Company has now raised an aggregate of C\$7,874,000.

The Notes will accrue interest at a rate of 12% per year, paid quarterly in cash to the holders of the Notes. The maximum term of the Notes is 24 months. The minimum term of the Notes is twelve months, after which time the Company can repay the principal amount of the Notes and any accrued but unpaid interest without penalty or bonus.

At any time prior to repayment of Notes by the Company, the outstanding principal amount of each Note and any accrued and unpaid interest is convertible at the sole discretion of the noteholder into common shares of the Company (“Common Shares”) at the conversion price of C\$0.15 per share. In addition, Notes are convertible by the Company in its discretion into Common Shares at the conversion price of C\$0.15 per share in the event that the Common Shares trade at C\$0.35 or more for 21 or more consecutive trading days on the Canadian Securities Exchange.

The purchasers of the Notes in this third tranche closing were also issued an aggregate of 15,658,434 Common Share purchase warrants of the Company (“Warrants”), each Warrant exercisable for 24 months from the date of issue for C\$0.15 per Warrant, into (i) one Common Share, and (ii) one half of one Common Share purchase warrant (each whole such warrant a “Bonus Warrant”). Each Bonus Warrant shall be exercisable into one Common Share at an exercise price of C\$0.20 per share and shall expire 12 months from the date of its issuance.

Proceeds of this third tranche of the Offering (the “Escrowed Proceeds”), together with the Notes and Warrants comprising this third tranche of the Offering (the “Escrowed Units”), will be deposited with an escrow agent (the “Escrow Agent”) upon closing. If the Company is successful in completing a CBD-related investment (the “Transaction”), the certificates representing the Escrowed Units will be automatically released from escrow to the subscribers therefor, and the Escrowed Proceeds will be automatically released from escrow to the Company. If a Transaction has not closed on or before June 30, 2019, unless otherwise agreed by the Company and subscribers for Escrowed Units, the Escrowed Proceeds will be returned to subscribers of

Escrowed Units and the Notes and Warrants that are part of the Escrowed Units will be returned to the Company for cancellation.

The Notes were sold pursuant to applicable registration and prospectus exemptions to qualified investors.

This press release does not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of any of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or the securities laws of any state of the United States and may not be offered or sold within the United States (as defined in Regulation S under the U.S. Securities Act) unless registered under the U.S. Securities Act and applicable state securities laws or pursuant to an exemption from such registration requirements.

About RISE Life Science Corp.

RISE is currently developing and evolving medical and adult-use hemp-based formulations to create general use health and well-being products for the emerging consumer category made possible by the legalization of hemp in the United States pursuant to the Agricultural Improvement Act of 2018. The Company launched its CBD-based sexual wellness products in June 2018. The acquisition of Life Bloom Organics in July 2018 expanded RISE's portfolio of CBD products from sexual health and wellness products to include general wellness, sleep, sports recovery and PMS products and provides access to Life Bloom's existing channels of distribution and production in the United States and California in particular. RISE also leverages Life Bloom's proprietary process of nanotizing CBD for increased bioavailability (without psychoactivity) in future products created under the RISE brand umbrella.

Cautionary Statement Regarding Forward-Looking Information

The Canadian Securities Exchange has not reviewed this news release and does not accept responsibility for the adequacy or accuracy of this news release.

Statements in this news release that are forward-looking statements are subject to various risks and uncertainties concerning the specific factors disclosed here and elsewhere in RISE's periodic filings with Canadian securities regulators. When used in this news release, words such as "will, could, plan, continue, estimate, expect, intend, may, potential, believe, should, target, goals, projections, anticipated" and similar expressions, are forward-looking statements. Forward-looking statements may include, without limitation, statements including the Company's expectations with respect to pursuing new opportunities and its future growth and other statements of fact.

Although RISE has attempted to identify important factors that could cause actual results, performance or achievements to differ materially from those contained in the forward-looking

statements, there can be other factors that cause results, performance or achievements not to be as anticipated, estimated or intended, including, but not limited to: general economic conditions; pending and proposed legislative or regulatory developments including the impact of changes in laws, regulations and the enforcement thereof; reliance on funding models; operational and infrastructure risks including possible equipment failure and performance of information technology systems; intensifying competition resulting from established competitors and new entrants in the businesses in which the Company operates; insurance coverage of sufficient scope to satisfy any liability claims; fluctuations in total customers; technological change and obsolescence; loss of services of key senior management personnel; privacy laws; leverage and restrictive covenants; fluctuations in cash timing and amount of capital expenditures; tax-related risks; unpredictability and volatility of the price of the Company's securities; dilution; and future sales of the Company's securities. Further risks include operational risks of operating in the U.S.; U.S. federal regulation risks; variation in U.S. state regulations; change of U.S. cannabis laws; security risks; risks related to permits and authorizations; risks related to potential acquisitions; risks on liability, enforcement complaints etc.; banking risks; marketing, sales, manufacturing and distribution risk regarding our product growth plans; changes in laws; limited operating history; reliance on management; requirements for additional financing; hindering market growth and state adoption due to inconsistent public opinion and perception of the medical-use and adult use cannabis industry; and regulatory or political change. There can be no assurance that such information will prove to be accurate or that management's expectations or estimates of future developments, circumstances or results will materialize. As a result of these risks and uncertainties, the results or events predicted in these forward-looking statements may differ materially from actual results or events. Accordingly, readers should not place undue reliance on forward-looking statements.

For Investor inquiries, please contact:

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