

**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 141 Adelaide Street West, Suite 230, Toronto, Ontario M5H 3L5

Item 2. Proposed Date of Material Change:

August 3, 2018

Item 3. Press Release:

August 3, 2018 (attached)

Item 4. Summary of Material Change:

Rise welcomed Ryan Rocca to its board of directors. The Company also issued 2,650,000 options to officers and directors of the Company, closed a tranche of its private placement and thanked Constance Finley, who resigned from the board.

Item 5. Full description of Material Change:

RISE welcomes Ryan Rocca to its board of directors. Ryan is also named the General Manager of RISE Life Science Corp. USA and has also served as the President and Chief Executive Officer of the Cultivate Kind and Modern Marketing sister agencies, as well as Managing Partner of Life Bloom Organics.

The Company also issued 2,650,000 options to officers and directors of the Company. The options have a strike price of \$0.30 and vest upon issuance.

The Company also closed a tranche of its non-brokered private placement (the "Offering"), which included those investors who were unable to participate in the July 3, 2018 announced private placement. The Company closed this tranche through the issuance of an aggregate of 766,666 units (each a "Unit") at a price of \$0.30 per Unit for gross proceeds of \$230,000. Each Unit is comprised of one common share ("Common Share") of the Company and one-half of one Common Share purchase warrant (each whole warrant, a "Warrant"). Each Warrant entitles the holder thereof to purchase one Common Share for a period of twenty-four (24) months from the date of closing at a price of \$0.45 per Common Share. The proceeds of the Offering will be used for general working capital purposes.

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 Anton Mattadeen at (416) 899-9462.

Item 9. Date of Report

August 9, 2018



RISE Welcomes Ryan Rocca as New Board Member

TORONTO, ONTARIO – Friday August 3, 2018 – RISE Life Science Corp. (the “Company and/or “RISE”) (CSE:RLSC) welcomes Ryan Rocca to its board of directors. Rocca is also named the General Manager of RISE Life Science Corp. USA and has also served as the President and Chief Executive Officer of the Cultivate Kind and Modern Marketing sister agencies, as well as Managing Partner of Life Bloom Organics.

Rocca has a passion for bringing emerging brands to the consumer marketplace. In addition to his role in the cannabis industry, Ryan has 25 years of experience in promotions, sponsorships and events. He has worked with some of the most respected names in consumer products, including Harman Kardon, Hewlett-Packard, PepsiCo, Starbucks, Gatorade, Audi, Mercedes Benz and Cadillac, to name a few.

“Ryan is a perfect fit for RISE and it’s our pleasure to welcome him as a partner and member of our board,” said Anton Mattadeen, CEO of RISE Life Science. “Ryan is supported by a great team and brings a solid foundation of success to his role in leading our US operations. His deep experience and unique skillset enables him to understand what drives the California market, the power of a strong retail ground game, and the brand development efforts required to create outstanding consumer products.”

The Company also wishes to thank Constance Finley, who has resigned from the board.

The Company also issued 2,650,000 options to officers and directors of the Company. The options have a strike price of \$0.30 and vest upon issuance.

RISE also announces that it has closed a tranche of its non-brokered private placement (the "Offering"), which includes those investors who were unable to participate in the July 3, 2018 private placement. The Company closed this tranche through the issuance of an aggregate of 766,666 units (each a "Unit") at a price of \$0.30 per Unit for gross proceeds of \$230,000. Each Unit is comprised of one common share ("Common Share") of the Company and one-half of one Common Share purchase warrant (each whole warrant, a "Warrant"). Each Warrant entitles the holder thereof to purchase one Common Share for a period of twenty-four (24) months from the date of closing at a price of \$0.45 per Common Share. The proceeds of the Offering will be used for general working capital purposes.

Upon closing the Offering, certain eligible persons ("Finders") were paid a commission equal to eight percent of the gross proceeds raised from subscribers introduced to the Company by such Finders and issued non-transferable broker warrants ("Broker Warrants") equal to eight percent of the Units issued pursuant to the Offering. Each Broker Warrant entitles the holder thereof to purchase one Common Share for a period of 24 months from the date of closing of the Offering at a price of \$0.30 per Common Share.

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.

For Investor inquiries, please contact:

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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, 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 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 marijuana 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.