

**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:

January 29, 2019

Item 3. Press Release:

January 29, 2019 (attached)

Item 4. Summary of Material Change:

Greg Mills, formerly Head of RBC's Global Equities, has been appointed to RISE's Board of Directors.

Item 5. Full description of Material Change:

Greg Mills, formerly Head of RBC's Global Equities, has been appointed to RISE's Board of Directors.

Mr. Mills joined RBC Capital Markets in 1998 as Head of Equity Trading and in 2005 was promoted to Head of Global Equities and served in that position until 2018. Mr. Mills' key responsibilities included business planning, risk management, global P&L, client relationships employee governance and equity research.

During his tenure at RBC, Mr. Mills served on numerous RBC Capital Market Committees including Operating Committee, Pension Investment Sub-Committee, Risk Committee and Diversity Committee. Mr. Mills also serves as Chairman of Aequitas Innovations and is an Associate on the University of Toronto's Creative Destructive Lab.

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

February 5, 2019

Greg Mills Joins the Board of RISE Life Science Corp.

Former RBC Head of Global Equities Adds Vast Capital Market Experience to RISE Life Science Corp.'s Board of Directors

Toronto, Ontario—(Newsfile Corp. – January 29, 2019) – RISE Life Science Corp. (CSE: RLSC) (the “Company and/or “RISE”) today announced that Greg Mills, formerly Head of RBC’s Global Equities, has been appointed to RISE’s Board of Directors.

Mr. Mills joined RBC Capital Markets in 1998 as Head of Equity Trading and in 2005 was promoted to Head of Global Equities and served in that position until 2018. Mr. Mills’ key responsibilities included business planning, risk management, global P&L, client relationships employee governance and equity research.

“We are thrilled and fortunate that Greg has elected to join the board of RISE. His knowledge, relationships and experience in the capital markets will be extremely valuable to the Board and the shareholders of the Company,” said Scott Secord, Executive Chairman of RISE.

During his tenure at RBC, Mr. Mills served on numerous RBC Capital Market Committees including Operating Committee, Pension Investment Sub-Committee, Risk Committee and Diversity Committee. Mr. Mills also serves as Chairman of Aequitas Innovations and is an Associate on the University of Toronto’s Creative Destructive Lab.

“I am excited to be working with RISE, its directors and management. The CBD industry represents an enormous emerging global market that I believe the Company is well positioned to capitalize on moving forward,” said Greg Mills.

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 and sleep 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, 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.

For Investor inquiries, please contact:
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