

**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:

October 2, 2018

Item 3. Press Release:

October 3, 2018 (attached)

Item 4. Summary of Material Change:

Rise welcomed Scott Secord, former Chief Executive Officer of Gaming Nation to its board of directors and position of Executive Chairman. The Company also announced that Ryan Rocca has assumed the role of Chief Executive Officer of RISE and Anton Mattadeen and Chris Dollard while resigning from their executive and board positions with RISE, will continue in a consulting role to support Rise and the new team.

Item 5. Full description of Material Change:

RISE welcomed Scott Secord, formerly Chief Executive Officer of Gaming Nation, has been appointed to RISE's board of directors and the position of Executive Chairman.

Mr. Secord served as Chief Executive Officer of Gaming Nation from June 2015 until its recent purchase by a U.S. based private equity group. Gaming Nation, formerly listed on the TSX-V, provides technology and information platforms to the sports and entertainment industry. The company's platforms include 5050 Central, an electronic real-time raffle system, BD Sport Group, providing in-stadium betting in the UK football market, and sports information websites Fantasy Guru, Fantasy Guru Elite and Pick Nation.

Prior to Gaming Nation, Mr. Secord held the position of CEO of Pointstreak Sports Technologies from 2009 to 2015. During his tenure, the company achieved rapid revenue growth earning awards that included Deloitte's Technology Fast 50 Winner in 2012 as one of the fifty fastest growing technology companies in Canada and Deloitte's Technology Fast 500 Winner in 2014 as one of the 500 fastest growing technology companies in North America. While serving in this position, Pointstreak made five acquisitions, including the acquisition of 5050 Central Ltd., which was subsequently sold to Gaming Nation. 5050 Central was a finalist in 2013 for the Sports Business Journal award for "Best New Technology in Sport". Mr. Secord orchestrated the sale of the remaining core assets of Pointstreak in a transaction with Providence Equities and Blue Star Sports in 2016.

The Company also announced that Ryan Rocca has assumed the role of Chief Executive Officer of RISE. Mr. Rocca, a current board member and previously General Manager of RISE Life Science USA, is leading the Company's retail and online sales and branding efforts in California, USA. In addition to his role in the cannabis industry, he has 25 years of experience in consumer marketing (consumer packaged goods), 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.

Anton Mattadeen and Chris Dollard, while resigning from the board and their executive positions, will continue in a consulting role to support RISE and the new team.

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

October 5, 2018



Scott Secord Joins RISE Board of Directors as Executive Chairman

TORONTO, ONTARIO – October 3, 2018 – RISE Life Science Corp. (the “Company and/or “RISE”) (CSE:RLSC) today announced that Scott Secord, formerly Chief Executive Officer of Gaming Nation, has been appointed to RISE’s board of directors and the position of Executive Chairman.

Mr. Secord served as Chief Executive Officer of Gaming Nation from June 2015 until its recent purchase by a U.S. based private equity group. Gaming Nation, formerly listed on the TSX-V, provides technology and information platforms to the sports and entertainment industry. The company’s platforms include 5050 Central, an electronic real-time raffle system, BD Sport Group, providing in-stadium betting in the UK football market, and sports information websites Fantasy Guru, Fantasy Guru Elite and Pick Nation.

Prior to Gaming Nation, Mr. Secord held the position of CEO of Pointstreak Sports Technologies from 2009 to 2015. During his tenure, the company achieved rapid revenue growth earning awards that included Deloitte’s Technology Fast 50 Winner in 2012 as one of the fifty fastest growing technology companies in Canada and Deloitte’s Technology Fast 500 Winner in 2014 as one of the 500 fastest growing technology companies in North America. While serving in this position, Pointstreak made five acquisitions, including the acquisition of 5050 Central Ltd., which was subsequently sold to Gaming Nation. 5050 Central was a finalist in 2013 for the Sports Business Journal award for “Best New Technology in Sport”. Mr. Secord orchestrated the sale of the remaining core assets of Pointstreak in a transaction with Providence Equities and Blue Star Sports in 2016.

The Company also announced that Ryan Rocca has assumed the role of Chief Executive Officer of RISE. Mr. Rocca, a current board member and previously General Manager of RISE Life Science USA, is leading the Company’s retail and online sales and branding efforts in California, USA. In addition to his role in the cannabis industry, he has 25 years of experience in consumer marketing (consumer packaged goods), 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.

“We are pleased to welcome Scott to the board of directors,” said Ryan Rocca, CEO of RISE. “We believe his extensive experience, especially in M&A and rapid expansion of revenue opportunities, will be extremely valuable as RISE continues to grow.”

“I am excited to join RISE and I look forward to working with Ryan and the other directors and management as the Company builds for the future. This is a critical phase for the Company, and I am delighted to be part of RISE at this transformational time,” said Scott Secord, Executive Chairman.

Anton Mattadeen and Chris Dollard, while resigning from the board and their executive positions, will continue in a consulting role to support RISE and the new team.

About RISE Life Science Corp.

RISE is currently developing and evolving medical and adult-use cannabis-based formulations to create general use health and well-being products for the emerging consumer category made possible by legal U.S. Farm Bill compliant hemp. The Company launched its CBD-based sexual wellness brand, Karezza 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.

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