

# FORM 11

## NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

Name of CNSX Issuer: RepliCel Life Sciences Inc. (the "Issuer").

Trading Symbol: RP

Date: July 17, 2013

### 1. New Options Granted:

Date of Grant: July 11, 2013

| Name of Optionee | Position<br>(Director/<br>Officer/<br>Employee/<br>Consultant/<br>Management<br>Company) | Insider<br>Yes or<br>No? | No. of<br>Optioned<br>Shares | Exercise<br>Price | Expiry<br>Date   | No. of<br>Options<br>Granted in<br>Past 12<br>Months |
|------------------|--|--------------------------|------------------------------|-------------------|------------------|--|
| Tryton Financial | Consultant   | No                       | 140,000                      | \$0.41            | July 11,<br>2018 | N/A  |
|                  |  |                          |                              |                   |                  |  |

Total Number of optioned shares proposed for acceptance: 140,000 .

## 2. Other Presently Outstanding Options:

| Name of Optionee          | No. of Optioned Shares <sup>(1)</sup> | Exercise Price | Original Date of Grant | Expiry Date     |
|---------------------------|---------------------------------------|----------------|------------------------|-----------------|
| Consultants and Employees | 1,185,000                             | US \$0.50      | July 14, 2010          | July 13, 2017   |
| Consultants and Employees | 1,100,000                             | US \$1.00      | March 11, 2011         | March 11, 2018  |
| Consultant                | 100,000                               | US \$2.35      | January 3, 2012        | January 3, 2019 |
| Consultants and Employees | 715,000                               | US \$1.50      | April 18, 2012         | April 18, 2019  |
| Consultant                | 300,000                               | US \$1.10      | June 21, 2012          | June 21, 2017   |
| Consultant                | 500,000                               | CAD \$0.41     | April 22, 2013         | April 22, 2018  |

(1) Set out number of optioned shares for each grant with different terms.

## 3. Additional Information

- (a) If shareholder approval was required for the grant of options (including prior approval of a stock option plan), state the date that the shareholder meeting approving the grant was or will be held.

N/A

- (b) State the date of the news release announcing the grant of options.

N/A

- (c) State the total issued and outstanding share capital at the date of grant or amendment.

47,068,609 Common Shares

- (d) State, as a percentage of the issued and outstanding shares of the Issuer indicated in (c) above, the aggregate number of shares that are subject to incentive stock options, including new options, amended options and other presently outstanding options.

10%

- (e) If the new options are being granted pursuant to a stock option plan, state the number of remaining shares reserved for issuance under the plan.

666,861

- (f) If the Issuer has completed a public distribution of its securities within 90 days of the date of grant, state the per share price paid by the public investors.

N/A

- (g) Describe the particulars of any proposed material changes in the affairs of the Issuer.

N/A

#### 4. Certificate of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to CNSX that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all CNSX Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 11 Notice of Proposed Stock Option Grant or Amendment is true.

Dated July 17, 2013.

Gemma Fetterley  
Name of Director or Senior  
Officer

/s/ "Gemma Fetterley"  
Signature

VP Finance and Corp Sec.  
Official Capacity