

FORM 9

NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES **(or securities convertible or exchangeable into listed securities¹)**

Please complete the following:

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

Trading Symbol: RP.

Date: July 19, 2013.

Is this an updating or amending Notice: Yes No

If yes provide date(s) of prior Notices: _____.

Issued and Outstanding Securities of Issuer Prior to Issuance: 47,068,609

Date of News Release Announcing Private Placement: July 19, 2013

Closing Market Price on Day Preceding the Issuance of the News Release: \$0.55

1. Private Placement (if shares are being issued in connection with an acquisition (either as consideration or to raise funds for a cash acquisition), proceed to Part 2 of this form)

Full Name & Residential Address of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date(1)	Describe relationship to Issuer (2)
See attached Schedule A							

(1) Indicate date each placee advanced or is expected to advance payment for securities. Provide details of expected payment date, conditions to release of funds etc. Indicate if the placement funds been placed in trust pending receipt of all necessary approvals.

(2) Indicate if Related Person.

The places have not been determined and will be submitted with a revised Form 9 in connection with completion of the private placement.

¹An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10.

1. Total amount of funds to be raised: \$525,000
2. Provide full details of the use of the proceeds. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material. The proceeds will be used to fund the Issuers capital needs related to clinical trial costs, research and development costs and general working capital.
3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: NA
4. If securities are issued in forgiveness of indebtedness, provide details and attach the debt agreement(s) or other documentation evidencing the debt and the agreement to exchange the debt for securities.
5. Description of securities to be issued:
 - (a) Class Common shares.
 - (b) Number 1,050,000
 - (c) Price per security \$0.50 CDN
 - (d) Voting rights 100%
6. Provide the following information if Warrants, (options) or other convertible securities are to be issued:
 - (a) Number N/A
 - (b) Number of securities eligible to be purchased on exercise of Warrants (or options) N/A
 - (c) Exercise price N/A
 - (d) Expiry date N/A
7. Provide the following information if debt securities are to be issued:
 - (a) Aggregate principal amount _____
 - (b) Maturity date _____

- (c) Interest rate _____ .
- (d) Conversion terms _____ .
- (e) Default provisions _____ .
8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the placement (including warrants, options, etc.):
- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the placement (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer):
- Robert Orange, CIBC Wood Gundy, 22 Front St. W, 4th Floor, Toronto ON, M5J 2W5 .
- (b) Cash 7% finder fee (\$36,750) _____ .
- (c) Securities _____ .
- (d) Other _____ .
- (e) Expiry date of any options, warrants etc. _____ .
- (f) Exercise price of any options, warrants etc. _____ .
9. State whether the sales agent, broker, dealer or other person receiving compensation in connection with the placement is Related Person or has any other relationship with the Issuer and provide details of the relationship _____
- Relative of David Hall, CEO & President _____ .
10. Describe any unusual particulars of the transaction (i.e. tax "flow through" shares, etc.).
- NA _____ .
11. State whether the private placement will result in a change of control.
- NA _____ .
12. Where there is a change in the control of the Issuer resulting from the issuance of the private placement shares, indicate the names of the new controlling shareholders. _____
- _____ .
- _____ .

13. Each purchaser has been advised of the applicable securities legislation restricted or seasoning period. All certificates for securities issued which are subject to a hold period bear the appropriate legend restricting their transfer until the expiry of the applicable hold period required by Multilateral Instrument 45-102.

2. Acquisition

1. Provide details of the assets to be acquired by the Issuer (including the location of the assets, if applicable). The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material: _____
_____ .
2. Provide details of the acquisition including the date, parties to and type of agreement (eg: sale, option, license etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the acquisition without reference to any other material: ____
_____ .
3. Provide the following information in relation to the total consideration for the acquisition (including details of all cash, securities or other consideration) and any required work commitments:
 - (a) Total aggregate consideration in Canadian dollars: _____ .
 - (b) Cash: _____ .
 - (c) Securities (including options, warrants etc.) and dollar value: _____
_____ .
 - (d) Other: _____ .
 - (e) Expiry date of options, warrants, etc. if any: _____ .
 - (f) Exercise price of options, warrants, etc. if any: _____ .
 - (g) Work commitments: _____ .
4. State how the purchase or sale price was determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc).
5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: _____
_____ .
6. The names of parties receiving securities of the Issuer pursuant to the

acquisition and the number of securities to be issued are described as follows:

Name of Party (If not an individual, name all insiders of the Party)	Number and Type of Securities to be Issued	Dollar value per Security (CDN\$)	Conversion price (if applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed by Party	Describe relationship to Issuer ⁽¹⁾

(1) Indicate if Related Person

7. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: _____
_____ .

8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the acquisition (including warrants, options, etc.):
 - (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the acquisition (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): _____
_____ .
 - (b) Cash _____ .
 - (c) Securities _____ .
 - (d) Other _____ .
 - (e) Expiry date of any options, warrants etc. _____ .
 - (f) Exercise price of any options, warrants etc. _____ .

9. State whether the sales agent, broker or other person receiving compensation in connection with the acquisition is a Related Person or has any other relationship with the Issuer and provide details of the relationship.

10. If applicable, indicate whether the acquisition is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months. _____

_____.

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 on behalf of the Issuer.
2. As of the date hereof there is not 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 9 Notice of Private Placement is true.

Dated July 19, 2013.

Gemma Fetterley
Name of Director or Senior
Officer

/s/ "Gemma Fetterley"
Signature

Corporate Secretary
Official Capacity

Schedule A

Full Name and Residential Address of Placee	Number of Securities Purchased	Purchase Price Per Security (CDN\$)	Conversion Price (If Applicable)	Prospectus Exemption	No. of Securities directly or indirectly, Owned, Controlled, or Directed	Payment Date	Describe relationship to Issuer
Daniel Bellemare Holdings Inc. 390 Byend Vista Road, Ottawa, ON K1M 1L1	200,000 common shares	\$0.50 per share	N/A	Section 2.3 of NI 45-106	200,000 common shares	2013-07- 18	N/A
Donald Milito 3 Forest Grove Dr. Sittisville, ON	150,000 common shares	\$0.50 per share	N/A	Section 2.3 of NI 45-106	150,000 common shares	2013-07- 18	N/A
Jean-Louis Bellemare Investments Inc. 90 George St. Apt 1701 Ottawa, ON K1N 5W1	200,000 common shares	\$0.50 per share	N/A	Section 2.3 of NI 45-106	200,000 common shares	2013-07- 18	N/A
Matthew Closs 1102 Georgeton Drive Ottawa, ON K1K 2W7	100,000 common shares	\$0.50 per share	N/A	Section 2.3 of NI 45-106	100,000 common shares	2013-07- 18	N/A
Belltree Capital Corp 29 Davidson Drive Gloucester, ON K1J 6L7	200,000 common shares	\$0.50 per share	N/A	Section 2.3 of NI 45-106	200,000 common shares	2013-07- 18	N/A
Peter Conn & Rama Behki 381 Greenwood Ave Ottawa, ON K2A 4E5	50,000 common shares	\$0.50 per share	N/A	Section 2.3 of NI 45-106	50,000 common shares	2013-07- 18	N/A
Robert Orange 24 Laing Rd Chelsea, QC J9B 1S4	50,000 common shares	\$0.50 per share	N/A	Section 2.3 of NI 45-106	50,000 common shares	2013-07- 18	Relative to David Hall, President/CEO
Scodex Corp 257 Ridgeside Farm Dr Ottawa, ON K2W 1H2	100,000 common shares	\$0.50 per share	N/A	Section 2.3 of NI 45-106	100,000 common shares	2013-07- 18	N/A