

**Form 51-102f3  
MATERIAL CHANGE REPORT**

**Item 1. Name and Address of Company:**

The name of the reporting issuer is RISE Life Science Corp. (Formerly Luminor Medical Technologies) ("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:**

April 19, 2018

**Item 3. Press Release:**

Press release April 19, 2018

**Item 4. Summary of Material Change:**

RISE closed on its non-brokered private placement through the issuance of an aggregate of 7,366,166 units (where each unit is comprised of one common share and one-half warrant) for gross proceeds of \$2,209,849.80. An insider subscribed for 33,333 units of the 7,366,166 units noted above. RISE also issued an aggregate of 83,333 common shares in settlement of an aggregate of \$30,307 of indebtedness with a vendor at a price of \$0.30 per common share.

**Item 5. Full description of Material Change:**

RISE closed on its non-brokered private placement through the issuance of an aggregate of 7,366,166 units (each a "Unit") at a price of \$0.30 per Unit for gross proceeds of \$2,209,849.80. 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 Company has also issued an aggregate of 83,333 common shares in settlement of an aggregate of \$30,307 of indebtedness with a vendor at a price of \$0.30 per common share.

**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**

April 24, 2018

## **RISE LIFE SCIENCE CORP. ANNOUNCES CLOSING \$2.2M OF EQUITY FINANCING**

TORONTO, ONTARIO – April 19, 2018 – RISE Life Science Corp. (formerly Luminor Medical Technologies Inc. (the “Company” or “RISE”) (CSE: RLSC) is pleased to announce that, further to its press release dated March 29, 2018, it has closed tranches (each a “Tranche”) of its previously announced non-brokered private placement (the “Offering”) through the issuance of an aggregate of 7,366,166 units (each a “Unit”) at a price of \$0.30 per Unit for gross proceeds of \$2,209,849.80. 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 of the Tranche at a price of \$0.45 per Common Share. The proceeds of the Offering will be used for general working capital purposes. The Company may be closing additional tranches of the Offering until May 11, 2018.

Anton Mattadeen, CEO and a RISE founder comments on the progress: "This first raise as RISE represents another step in a carefully constructed plan to enable the launch of our California operations in June. We are right on track to introduce our initial suite of sexual health and wellness products to the largest, and one of the most sophisticated cannabis consumer markets in the world. The time and effort we have spent in California will inform how RISE commercializes our sexual health and wellness formulations in other legalized jurisdictions around the globe."

Further news on our brand and specific product line up will be disclosed on or before 5/20, and then our official California product launch on 6/20, so May 20th and June 20th respectively."

Certain eligible persons (“Finders”) were paid a commission equal to 8% of the gross proceeds raised from subscribers introduced to the Company by such Finders and issued non-transferable broker warrants (“Broker Warrants”) equal to 8% of the Units issued pursuant to the Offering. Each Broker Warrant entitles the holder thereof to purchase one Common Share for a period of twenty-four (24) months from the date of closing of the Offering at a price of \$0.30 per Common Share.

A portion of the Offering was completed pursuant to Multilateral CSA Notice 45-318 – Prospectus Exemption for Certain Distributions through an Investment Dealer (“CSA 45-318”) and the corresponding blanket orders and rule implementing CSA 45-318 in the participating jurisdictions in respect thereof (collectively with CSA 45-318, the “Investment Dealer Exemption”). As at the date hereof, the Investment Dealer Exemption is available in each of British Columbia, Alberta, Saskatchewan, Manitoba and New Brunswick. Pursuant to CSA 45-318, each subscriber relying on the Investment Dealer Exemption must obtain advice regarding the suitability of the investment from a registered investment dealer. In accordance with the requirements of CSA 45-318, there is no material fact or material change of the Company that has not been disclosed.

In addition to conducting the Offering pursuant to the Investment Dealer Exemption, the Offering was also conducted pursuant to other available prospectus exemptions.

The Offering constituted a related party transaction within the meaning of Multilateral Instrument 61-101 (“MI 61-101”) as an insider of the Company subscribed for an aggregate of 33,333 Units pursuant to the Offering. The Company is relying on the exemptions from the valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101, as the fair market value of the participation in the Offering by the insider does not exceed 25% of the market capitalization of the Company, as determined in accordance with MI 61-101. The Company did not file a material change report in respect of the related party transaction at least 21 days before the closing of the Offering, which the Company deems reasonable in the circumstances in order to complete the Offering in an expeditious manner.

The Company has also issued an aggregate of 83,333 common shares in settlement of an aggregate of \$30,307 of indebtedness with a vendor 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. About RISE Life Science Corp.

RISE Life Science Corp. develops cutting-edge cannabis consumer products for both medical and adult-use markets around the world in jurisdictions that have legal regulatory frameworks in place. All products are based on patent-pending formulations and processes to produce specifically targeted effects. A key area of focus for RISE is evidence-based formulations to address adult sexual health and wellness for both women and men.

For more information, please contact:

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*The Canadian Securities Exchange has not reviewed this press 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 Luminor's (now RISE) 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," 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: dependence on obtaining regulatory approvals; investing in target companies or projects which have limited or no operating history and are engaged in activities currently considered illegal under US Federal Laws; changes in laws; limited operating history; reliance on management; requirements for additional financing; competition; 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. The forward-looking statements in this news release are made as of the date of this release. RISE disclaims any intention or obligation to update or revise such information, except as required by applicable law, and RISE does not assume any liability for disclosure relating to any other company mentioned herein.*