

**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 141 Adelaide Street West, Suite 230, Toronto, Ontario M5H 3L5

**Item 2. Proposed Date of Material Change:**

July 11, 2018

**Item 3. Press Release:**

July 12, 2018 (attached)

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

RISE has completed the previously announced acquisition of 100% interest in California-based Cultivate Kind and Life Bloom Organics.

## Item 5. Full description of Material Change:

RISE has completed the previously announced acquisition of 100% interest in California-based Cultivate Kind and Life Bloom Organics.

Under the terms of the acquisition, RISE has issued 2,000,000 common shares in aggregate to the sellers of Cultivate Kind and Life Bloom Organics. The common shares will be subject to the following contractual lockup provisions: (i) for the first 12 months from closing, 100% of the payment shares will be subject to lock-up; (ii) after 12 months, 75% of the payment shares will remain subject to lock-up; (iii) after 24 months, 50% of the payment shares will remain subject to lock-up; and (iv) after 36 months, no payment shares will be subject to lock-up.

In addition, warrants to purchase 1,000,000 common shares in RISE were issued at closing, each warrant having a five-year term and an exercise price of CDN\$0.45 per common share. The warrants vest as to one-third 12 months after closing, and additional one-third vest 24 months after closing, and the balance of one-third vest 36 months after closing.

The sellers of Cultivate Kind and Life Bloom Organics were paid aggregate cash consideration of US\$500,000 with US\$175,000 due at closing. An additional payment of US\$162,500 will be made on June 1, 2019 with the final payment of US\$162,500 being made on June 1, 2020. The principals and key employees of Life Bloom Organics and Cultivate Kind have entered into employment contracts with RISE's U.S. subsidiary.

About RISE Life Science Corp. ([riselifescience.com](http://riselifescience.com))

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 research-based formulations to address adult sexual health and wellness for all genders. Karezza is the leading brand from RISE Life Science, whose product suite is formulated with CBD and traditional botanicals to support the human body's systems that improve sexual experiences.

About Cultivate Kind ([cultivatekind.com](http://cultivatekind.com))

Brand strategy agency Cultivate Kind specializes in full-service brand development, go-to-market strategy, and retail marketing. Headquartered in Malibu, California, the executive team specializes in brand pathfinding with an extensive background in food and beverage, consumer products, wine and spirits, fashion and retail, automotive, and entertainment, which informs the company's best practices and tactical programs for new consumer. The Cultivate Kind company ecosystem includes a network of best-in-class production resources, enabling it to provide clients with the very best support for new and established brands. The agency recently brought CBD company Life Bloom Organics to market with great success in California.

About Life Bloom Organics ([lifebloomorganics.com](http://lifebloomorganics.com))

Life Bloom Organics produces and markets nanotized, hemp-based CBD wellness and sleep aid oral sprays with non-GMO, all-natural ingredients. Life Bloom's proprietary process of nanotizing CBD allows for 95% absorbency in the bloodstream, making it an effective aid for chronic pain, jetlag, and insomnia. Life Bloom products utilize organic, non-GMO hemp sourced from Kentucky through the Department of Agriculture Hemp program and are compliant with Section 7606 of the 2014 Farm Bill. Life Bloom products are currently available at chiropractic offices, natural health food markets, specialty retailers, and medical marijuana dispensaries across California, as well as sold online via the brand's e-commerce website. The company is headquartered in Malibu, and all products are formulated and produced in California. Life Bloom Organics products are available for sale online and at retailers throughout southern California.

**Item 6. Reliance on Subsection 7.12(2) of National Instrument 51-102:**

No reliance

**Item 7. Omitted Information**

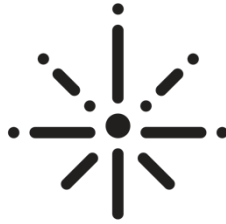
No significant facts remain confidential in, and no information has been omitted from this report.

**Item 8. Executive Officer**

For further information, please contact Anton Mattadeen at (416) 899-9462.

**Item 9. Date of Report**

July 17, 2018



## RISE CLOSES DEAL TO BUY CULTIVATE KIND AND LIFE BLOOM ORGANICS

*- Precedent-setting acquisition immediately expands the RISE product portfolio and deepens the company's vertical integration as it rolls out cannabis-based health and wellness products in the California market -*

TORONTO, ONTARIO – Thursday July 12, 2018 – RISE Life Science Corp. (the “Company and/or “RISE”) (CSE:RLSC) has completed the previously announced acquisition of 100% interest in California-based Cultivate Kind and Life Bloom Organics.

The acquisition of Life Bloom Organics will immediately expand RISE’s portfolio of CBD products from sexual health and wellness products to include wellness, pain and sleep products and provide access to Life Bloom’s existing channels of distribution and production in the U.S. RISE will also leverage Life Bloom’s proprietary process of nanotizing CBD for increased bioavailability without psychoactivity in future products created under the RISE brand umbrella.

Integrating Cultivate Kind adds significant in-market expertise, provides immediate revenue to the company and brings U.S. distribution capabilities in-house. As a result of the transaction, RISE will move forward with a deep understanding of retail marketing; trained sales reps; and, retail event and loyalty program know-how to create and expand retail presence and maximize retailer loyalty. The addition of the new capabilities will provide the

foundation to efficiently launch new RISE brands in US markets, facilitate rapid market penetration and national growth, and leverage the full talent pool for global growth moving forward.

“The deal creates a vertically integrated corporation combining strategy with science, production with promotion, packaging with fulfillment, and sales with distribution,” commented Anton Mattadeen, President and CEO, RISE Life Science Corp.

“Nothing speaks like successful experience,” added Mattadeen, “Cultivate Kind recently brought Life Bloom Organics to market with great success in California. We are thrilled to welcome Cultivate Kind and Life Bloom Organics to the RISE family.”

“It’s a science – one that most cannabis marketing agencies have never dealt with before, and Cultivate Kind brings the experience gained from a decades-long head start,” said Ryan Rocca, CEO Cultivate Kind and now General Manager, RISE Life Science, USA. “We look forward to being part of the RISE team as the expanded company moves forward in this emerging and fast-growing category.”

Under the terms of the acquisition, RISE has issued 2,000,000 common shares in aggregate to the sellers of Cultivate Kind and Life Bloom Organics. The common shares will be subject to the following contractual lockup provisions: (i) for the first 12 months from closing, 100% of the payment shares will be subject to lock-up; (ii) after 12 months, 75% of the payment shares will remain subject to lock-up; (iii) after 24 months, 50% of the payment shares will remain subject to lock-up; and (iv) after 36 months, no payment shares will be subject to lock-up.

In addition, warrants to purchase 1,000,000 common shares in RISE were issued at closing, each warrant having a five-year term and an exercise price of CDN\$0.45 per common share. The warrants vest as to one-third 12 months after closing, and additional one-third vest 24 months after closing, and the balance of one-third vest 36 months after closing.

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**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.