

**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:

June 6, 2018

Item 3. Press Release:

June 7, 2018

Item 4. Summary of Material Change:

RISE signed a Letter of Intent to acquire 100% of Life Bloom Organics, LLC, A California company that produces and markets organic oral sprays containing CBD, and 100% of Cultivate Kind, one of the top marketing and branding agencies for the cannabis industry in the United States.

Item 5. Full description of Material Change:

RISE signed a Letter of Intent to acquire 100% of Life Bloom Organics, LLC, A California company that produces and markets organic oral sprays containing CBD, and 100% of Cultivate Kind, one of the top marketing and branding agencies for the cannabis industry in the United States.

Under the terms of the agreement, RISE will issue 2,000,000 common shares in aggregate to the sellers of Life Bloom Organics and Cultivate Kind. 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 be 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 will be issued at closing, each warrant having a five year term and an exercise price no less than the market price of the common shares at closing, and such other terms as may be negotiated prior to closing. The sellers of Life Bloom Organics and Cultivate Kind will be paid aggregate cash consideration of US\$175,000 at closing, US\$162,500 on June 1, 2019 and US\$162,500 on June 1, 2020. Certain principals of the companies will be offered employment contracts with RISE's U.S. subsidiary.

Life Bloom Organics

Life Bloom Organics is based in Malibu, California. The company formulates, manufactures and sells a range of cannabis products that deliver effective pain relief without any psychoactivity. Its product line currently includes 2 SKUs: Wellness Formula and Sleep Formula, both nanotized CBD oral sprays made with proprietary formulas; 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.

About Life Bloom Organics

Life Bloom Organics produces and markets nanotized, hemp-based CBD wellness and sleep aid oral sprays with non-GMO, all natural ingredients. 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.

(<https://lifebloomorganics.com/>)

Cultivate Kind

Cultivate Kind brings a vertically integrated infrastructure and years of strong agency experience to support RISE in launching lifestyle brands in the cannabis space. They were brought on board as an agency partner to help RISE launch its CBD-based sexual wellness brand; once the two companies began working together, it became clear that Cultivate Kind's capabilities augment the RISE team in its aim to quickly become a leading cannabis brand house.

The current 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 has recently brought CBD company Life Bloom Organics to market with great success in California. The Malibu-based agency brings Canada's RISE team top-flight strategic marketing talent and a network of successful business partnerships, retail relationships and production resources in the United States, and is intended to provide RISE with the foundation to efficiently launch its new brands in US markets, facilitate rapid market penetration and national growth, and leverage the full talent pool for global growth moving forward.

About Cultivate Kind

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 brands.

(<https://www.cultivatekind.com/>)

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
June 15, 2018

RISE LIFE SCIENCE CORP. TO ACQUIRE CALIFORNIA CBD COMPANY LIFE BLOOM ORGANICS AND LEADING CANNABIS BRAND STRATEGY AGENCY CULTIVATE KIND

TORONTO – June 7, 2018. RISE Life Science Corp. (the “Company” and/or “RISE”) (CSE: RLSC) is pleased to announce that it has signed a Letter of Intent (LOI) to acquire 100% of Life Bloom Organics, LLC, a California company that produces and markets organic oral sprays containing CBD, and 100% of Cultivate Kind, one of the top marketing and branding agencies for the cannabis industry in the United States.

“This represents a major milestone for RISE,” said RISE CEO Anton Mattadeen. “By blending the values, talents and resources of the people behind Cultivate Kind and Life Bloom with the RISE team, we are adding significant in-market expertise and providing immediate revenue to the company, moving RISE closer to its goal of becoming a vertically integrated entity in the California market.”

Life Bloom Organics

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The acquisition of Life Bloom by RISE will immediately expand RISE’s portfolio of CBD products, along with allowing access to Life Bloom’s existing channels of distribution and production in the United States. RISE’s acquisition will leverage Life Bloom’s retail network to facilitate the launch of additional RISE brands in market, and Life Bloom’s proprietary process of nanotizing CBD for increased bioavailability without psychoactivity will be also be utilized for future complementary products under the RISE brand umbrella. RISE and Life Bloom Organics believe the partnership integrates the best products in the markets, ringing true with the California cannabis credo of collaboration, not competition.

Cultivate Kind

Cultivate Kind brings a vertically integrated infrastructure and years of strong agency experience to support RISE in launching lifestyle brands in the cannabis space. They were brought on board as an agency partner to help RISE launch its CBD-based sexual wellness brand; once the two

companies began working together, it became clear that Cultivate Kind's capabilities augment the RISE team in its aim to quickly become a leading cannabis brand house.

The current 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 has recently brought CBD company Life Bloom Organics to market with great success in California. The Malibu-based agency brings Canada's RISE team top-flight strategic marketing talent and a network of successful business partnerships, retail relationships and production resources in the United States, and is intended to provide RISE with the foundation to efficiently launch its new brands in US markets, facilitate rapid market penetration and national growth, and leverage the full talent pool for global growth moving forward.

Terms

Under the terms of the agreement, RISE will issue 2,000,000 common shares in aggregate to the sellers of Life Bloom Organics and Cultivate Kind. 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 will be issued at closing, each warrant having a five year term and an exercise price no less than the market price of the common shares at closing, and such other terms as may be negotiated prior to closing. The sellers of Life Bloom Organics and Cultivate Kind will be paid aggregate cash consideration of US\$175,000 at closing, US\$162,500 on June 1, 2019 and US\$162,500 on June 1, 2020. Certain principals of the companies will be offered employment contracts with RISE's U.S. subsidiary. The acquisition is subject to a number of conditions, including completion of due diligence and finalizing the terms of the definitive purchase agreement. There can be no assurance that the acquisition of Life Bloom Organics and Cultivate Kind will be completed as proposed, or at all.

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 research-based formulations to address adult sexual health and wellness for both women and men.
(<http://riselifescience.com>)

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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. 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.

For more information, please contact:

Mark Komonoski
Communication Director, RISE Life Science
mark@komonoski.com
877-255-8483
403-470-8384

Or:

Anton Mattadeen
President & CEO
anton@riselifescience.com
416-899-9462