



**RISE LIFE SCIENCE CORP.**  
2210 – 120 Adelaide Street West  
Toronto, Ontario, M5H 1T1

## **NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the annual general and special meeting (the "**Meeting**") of shareholders ("**RISE Shareholders**") of RISE Life Science Corp. ("**RISE**" or the "**Company**") will be held at the offices of Irwin Lowy LLP at Suite 401, 217 Queen Street West, Toronto, Ontario M5V 0R2, on Wednesday, September 8, 2021 at 10:00 a.m. (Toronto time), for the following purposes:

1. to receive and consider the audited financial statements of the Company together with the auditor's report thereon for the year ended November 30, 2020;
2. to consider and, if through fit, pass with or without variation, an ordinary resolution (the "**Auditor Resolution**") to re-appoint Baker Tilly WM LLP as the auditor of the Company for the ensuing year to authorize the directors to fix the remuneration to be paid to the auditor, and to approve the appointment of Zeifmans LLP as the auditor of the Company if the RTO Transaction (as defined below) is completed, as more particularly described in the management information circular (the "**Information Circular**") accompanying this notice of annual general and special meeting (the "**Notice of Meeting**");
3. to consider and, if through fit, pass with or without variation, an ordinary resolution (the "**Director Election Resolution**") to set the number of directors of the Company at three (3), to elect the directors of Company to take office immediately following the Meeting, and to elect the directors of Company, conditional on and effective following the completion of the RTO Transaction, as more particularly described in the accompanying Information Circular;
4. to consider and, if thought fit, pass, with or without variation, a special resolution (the "**Consolidation Resolution**") approving the consolidation (the "**Consolidation**") of the issued and outstanding common shares of the Company ("**RISE Shares**") on the basis of one post-Consolidation RISE Share for every 10 pre-Consolidation RISE Shares, or such lesser number of pre-consolidated RISE Shares as may be proposed by Britannia, all as more particularly described in the accompanying Information Circular;
5. to consider and, if thought fit, pass, with or without variation, a special resolution (the "**Name Change Resolution**") approving the change of the name of the Company from "RISE Life Science Corp." to "Britannia Life Sciences Inc.", which name change shall be effective as of, and subject to the closing of the RTO Transaction, or such other name as the board of directors of the Company, may approve;
6. to consider and, if thought fit, pass, with or without variation, an ordinary resolution (the "**By-Law Resolution**") confirming the adoption of a new By-Law No. 1 of the Company (the "**New By-**

**Laws**"), the full text of which is set out in Appendix "C" of the Information Circular, and repealing the Company's previously adopted By-Law No. 1;

7. to consider and, if thought fit, pass, with or without variation, an ordinary resolution (the "**Omnibus Plan Resolution**") approving the new omnibus equity incentive plan (the "**Omnibus Plan**") of the Company, all as more particularly described in the accompanying Information Circular; and
8. to transact such further or other business as may properly come before the Meeting and any adjournments thereof.

**RISE Shareholders are advised that due to prevailing federal and Ontario government health and safety regulations relating to COVID-19, it may not be possible for RISE Shareholders to attend the Meeting in person, and therefore RISE Shareholders interested in attending the Meeting should do so only by telephonic conferencing.**

Registered Shareholders and validly appointed proxyholders may attend the Meeting by teleconference using the teleconference numbers set out below. All callers will be prompted to enter the participant ID number listed below upon entering the teleconference. Registered Shareholders who attend the Meeting by teleconference will have an equal opportunity to speak and participate at the Meeting, regardless of their geographic location, however due to identification requirements, RISE Shareholders attending via teleconference cannot vote their common shares at the Meeting and must therefore vote by Proxy in advance of the Meeting in order to have their vote cast. RISE Shareholders unable to vote by Proxy in advance of the Meeting, wishing to revoke a previously granted proxy on the Meeting date or otherwise requiring the ability to vote in person at the Meeting should contact the Company to make alternative arrangements in the event it is not possible due to COVID-19 regulations to attend the Meeting in person.

#### Teleconference Information

Dial-in number: 416-915-3227 or 1-800-319-7310, Conference ID number: 36170.

If you are a registered shareholder or appointed proxyholder and are planning to attend the Meeting, please notify the Company in advance of the Meeting at the email address provided below:

Email:           cburk@irwinlowy.com

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice of Meeting. The full texts of the Auditor Resolution (being Item 2), the Director Election Resolution (being Item 3), the Consolidation Resolution (being Item 4), the Name Change Resolution (being Item 5), the By-Law Resolution (being Item 6) and the Omnibus Plan Resolution (being Item 7) referred to above are attached as Appendix "A" – "*Resolutions to be Approved at the Meeting*" to the Information Circular.

**The Board of Directors of RISE unanimously recommends that RISE Shareholders vote "FOR" the Auditor Resolution, the Director Election Resolution, the Consolidation Resolution, the Name Change Resolution, the By-Law Resolution and the Omnibus Plan Resolution.**

The record date for the determination of RISE Shareholders entitled to receive notice of and to vote at the Meeting is the close of business on August 4, 2021 (the "**Record Date**"). Only RISE Shareholders whose names have been entered in the register of RISE Shareholders as of the close of business on the Record Date will be entitled to receive notice of and vote at the Meeting.

Each RISE Share entitled to be voted at the Meeting will entitle the holder thereof to one vote at the Meeting.

**A RISE Shareholder may attend the Meeting in person or may be represented by Proxy. RISE Shareholders who are unable to be present at the Meeting are requested to complete, date, sign and return, in the envelope provided for that purpose, the accompanying form of proxy (the "Proxy") for use at the Meeting or any adjournment thereof. To be effective, the Proxy must be received by our transfer agent, AST Trust Company (P.O. Box 721, Agincourt, Ontario, M1S 0A1), by no later than 10:00 a.m. (Toronto Time) on September 3, 2021 or no later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time to which the Meeting may be adjourned. Notwithstanding the foregoing, the Chair of the Meeting has the discretion to accept Proxies received after such deadline. RISE Shareholders may use the internet or the telephone to transmit voting instructions on or before the date and time noted above, and may also use the internet to appoint a proxyholder to attend and vote on behalf of the RISE Shareholder, at the Meeting. For information regarding voting or appointing a Proxy, see the form of Proxy for RISE Shareholders and/or the section entitled "*Proxy Related Information*" in the accompanying Information Circular.**

If a RISE Shareholder received more than one Proxy because such holder owns RISE Shares registered in different names or addresses, each Proxy should be completed and returned.

If you are a non-registered holder of RISE Shares and have received these materials through your broker, custodian, nominee or other Intermediary, please complete and return the Proxy or voting instruction form provided to you by your broker, custodian, nominee or other Intermediary in accordance with the instructions provided therein.

The Proxy confers discretionary authority with respect to: (i) amendments or variations to the matters of business to be considered at the Meeting; and (ii) other matters that may properly come before the Meeting. As of the date hereof, management of RISE knows of no amendments, variations or other matters to come before the Meeting other than the matters set forth in this Notice of Meeting. RISE Shareholders who are planning on returning the accompanying Proxy are encouraged to review the Information Circular carefully before submitting the Proxy.

An Information Circular, a Proxy or voting instruction form and a financial statement request form accompany this Notice of Meeting.

Dated at the City of Toronto, in the Province of Ontario, this 10<sup>th</sup> day of August, 2021.

**BY ORDER OF THE BOARD OF  
DIRECTORS**

*Signed "Scott Secord"*

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Scott Secord  
Director, Chief Executive Officer

**Whether or not you expect to attend the Meeting in person, please complete, date, sign and return the accompanying Proxy at your earliest convenience. The accompanying Information Circular provides further information respecting Proxies and the matters to be considered at the Meeting and is deemed to form part of this Notice of Meeting.**