



# RepliCel\*

## **REPLICEL LIFE SCIENCES INC.**

Suite 900 - 570 Granville Street  
Vancouver, BC V6C 3P1  
Telephone: (604) 248-8730 Fax: (604) 248-8690

### **NOTICE OF SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON OCTOBER 31, 2022**

**AND**

### **INFORMATION CIRCULAR**

*September 27, 2022*

*This document requires immediate attention. If you are in doubt as to how to deal with the documents or matters referred to in this notice and information circular, you should immediately contact your advisor.*



## REPLICEL LIFE SCIENCES INC.

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Vancouver, BC V6C 3P1  
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### NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

TO THE SHAREHOLDERS OF REPLICEL LIFE SCIENCES INC.:

NOTICE IS HEREBY GIVEN that the special meeting (the "**Meeting**") of shareholders of RepliCel Life Sciences Inc. (the "**Company**") will be held at the offices of Clark Wilson LLP, Suite 900, 885 West Georgia Street, Vancouver, BC V6C 3H1 and via ZOOM, on Wednesday, October 31, 2022, at the hour of 11:00 a.m. (Vancouver time) for the following purposes:

1. to consider and, if thought appropriate, pass an ordinary resolution of the disinterested shareholders authorizing and approving the closing of a private placement (the "**Private Placement**") pursuant to which Andrew Schutte, a director of the Company, has subscribed for 2,500,000 units, comprised of 2,500,000 common shares of the Company and 1,250,000 share purchase warrants exercisable at \$0.20 per common share for a period of two years from closing of the Private Placement, and the resulting creation of Andrew Schutte as a control person as such term is defined under the policies of the TSX Venture Exchange, all as more particularly described in the accompanying Information Circular; and
2. to transact such further or other business as may properly come before the Meeting and any adjournment or postponement thereof.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this notice of meeting (the "**Notice of Meeting**").

The board of directors of the Company has fixed September 21, 2022 as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered holder of common shares at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

If you are a registered holder of common shares of the Company and are unable to attend the Meeting, please vote by following the instructions provided in the form of proxy at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of the Meeting or any adjournment or postponement thereof.

In view of the current COVID-19 outbreak, the Company asks that, in considering whether to attend the Meeting in person, shareholders follow the instructions of the Public Health Agency of Canada (<https://www.canada.ca/en/public-health/services/diseases/2019-novel-coronavirus-infection.html>). The Company encourages Shareholders not to attend the Meeting in person if experiencing any of the described COVID-19 symptoms of fever, cough or difficulty breathing. The Company may take additional precautionary measures in relation to the Meeting in response to further developments in the COVID-19 outbreak. As always, the Company encourages shareholders to vote prior to the Meeting. Shareholders are encouraged to vote on the matters before the Meeting by proxy and to join the Meeting via ZOOM at <https://us02web.zoom.us/j/87683177166?pwd=TW1ERXFWTE9qWEFzMmFyQnJVL2RNUT09> Meeting ID: 876 8317 7166; passcode: 1142. To dial-in by phone find your local number here: <https://us02web.zoom.us/j/87683177166?pwd=TW1ERXFWTE9qWEFzMmFyQnJVL2RNUT09>.

If you are a non-registered shareholder of the Company and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a retirement savings plan, retirement income fund, education savings plan or other similar savings or investment plan registered under the Income Tax Act (Canada), or a nominee of any of the foregoing that holds your securities on your behalf (an “**Intermediary**”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

DATED at Vancouver, British Columbia, this 27th day of September, 2022.

By Order of the Board of Directors of

**REPLICEL LIFE SCIENCES INC.**

*“R. Lee Buckler”*

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R. Lee Buckler  
President, Chief Executive Officer, Corporate  
Secretary and Director

**PLEASE VOTE. YOUR VOTE IS IMPORTANT. WHETHER OR NOT YOU EXPECT TO ATTEND THE MEETING, PLEASE COMPLETE, SIGN AND DATE THE ENCLOSED PROXY FORM AND PROMPTLY RETURN IT IN THE ENVELOPE PROVIDED.**

# REPLICEL LIFE SCIENCES INC.

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## INFORMATION CIRCULAR

September 27, 2022

### INTRODUCTION

This information circular (the “**Information Circular**”) accompanies the notice of special meeting of shareholders (the “**Notice**”) of RepliCel Life Sciences Inc. (the “**Company**”) and is furnished to shareholders (each, a “**Shareholder**”) holding common shares (each, a “**Share**”) in the capital of the Company in connection with the solicitation by the management of the Company of proxies to be voted at the special meeting (the “**Meeting**”) of the Shareholders to be held at 11:00 a.m. on Monday, October 31, 2022 at the offices of Clark Wilson LLP, Suite 900, 885 West Georgia Street, Vancouver, BC V6C 3H1 and via ZOOM at <https://us02web.zoom.us/j/87683177166?pwd=TW1ERXFWTE9qWEFzMmFyQnJVL2RNUT09> Meeting ID: 876 8317 7166; passcode: 1142. To dial-in by phone find your local number here: <https://us02web.zoom.us/j/87683177166?pwd=TW1ERXFWTE9qWEFzMmFyQnJVL2RNUT09>, or at any adjournment or postponement thereof. All references to Shareholders in this Information Circular are to registered Shareholders unless specifically stated otherwise.

### Date and Currency

The date of this Information Circular is September 27, 2022. Unless otherwise indicated, all dollar amounts referred to herein are in Canadian dollars.

### COVID

In view of the current COVID-19 outbreak, the Company asks that, in considering whether to attend the Meeting in person, shareholders follow the instructions of the Public Health Agency of Canada (<https://www.canada.ca/en/public-health/services/diseases/2019-novel-coronavirus-infection.html>). The Company encourages Shareholders not to attend the Meeting in person if experiencing any of the described COVID-19 symptoms of fever, cough or difficulty breathing. The Company may take additional precautionary measures in relation to the Meeting in response to further developments in the COVID-19 outbreak. As always, the Company encourages shareholders to vote prior to the Meeting. Shareholders are encouraged to vote on the matters before the Meeting by proxy and to join the Meeting via ZOOM at <https://us02web.zoom.us/j/87683177166?pwd=TW1ERXFWTE9qWEFzMmFyQnJVL2RNUT09> Meeting ID: 876 8317 7166; passcode: 1142. To dial-in by phone find your local number here: <https://us02web.zoom.us/j/87683177166?pwd=TW1ERXFWTE9qWEFzMmFyQnJVL2RNUT09>.

## PROXIES AND VOTING RIGHTS

### Management Solicitation

The solicitation of proxies by management of the Company will be conducted by mail and may be supplemented by telephone or other personal contact and such solicitation will be made without special compensation granted to the directors, regular officers and employees of the Company. The Company does not reimburse shareholders, nominees or agents for costs incurred in obtaining, from the principals of such persons, authorization to execute forms of proxy, except that the Company has requested brokers and nominees who hold stock in their respective names to furnish this Information Circular and related proxy materials to their customers, and the Company will reimburse such brokers and nominees for their related out of pocket expenses. No solicitation will be made by specifically engaged employees or soliciting agents. The cost of solicitation will be borne by the Company.

No person has been authorized to give any information or to make any representation other than as contained in this Information Circular in connection with the solicitation of proxies. If given or made, such information or representations must not be relied upon as having been authorized by the Company. The delivery of this Information Circular shall not create, under any circumstances, any implication that there has been no change in the information set forth herein since the date of this Information Circular. This Information Circular does not constitute the solicitation of a proxy by anyone in any jurisdiction in which such solicitation is not authorized, or in which the person making such solicitation is not qualified to do so, or to anyone to whom it is unlawful to make such an offer of solicitation.

### Appointment of Proxy

Registered Shareholders are entitled to vote at the Meeting. Each Shareholder is entitled to one vote for each Share that such Shareholder holds on September 21, 2022 (the “**Record Date**”) on the resolutions to be voted upon at the Meeting, and any other matter to properly come before the Meeting.

The persons named as proxyholders (the “**Designated Persons**”) in the enclosed form of proxy are proposed directors and/or officers of the Company.

**A SHAREHOLDER HAS THE RIGHT TO APPOINT A PERSON OR COMPANY (WHO NEED NOT BE A SHAREHOLDER) OTHER THAN THE DESIGNATED PERSONS NAMED IN THE ENCLOSED FORM OF PROXY TO ATTEND AND ACT FOR OR ON BEHALF OF THAT SHAREHOLDER AT THE MEETING.**

**A SHAREHOLDER MAY EXERCISE THIS RIGHT BY INSERTING THE NAME OF SUCH OTHER PERSON IN THE BLANK SPACE PROVIDED ON THE FORM OF PROXY. SUCH SHAREHOLDER SHOULD NOTIFY THE NOMINEE OF THE APPOINTMENT, OBTAIN THE NOMINEE’S CONSENT TO ACT AS PROXY AND SHOULD PROVIDE INSTRUCTION TO THE NOMINEE ON HOW THE SHAREHOLDER’S SHARES SHOULD BE VOTED. THE NOMINEE SHOULD BRING PERSONAL IDENTIFICATION TO THE MEETING.**

The Shareholder may vote by mail, by telephone or via the Internet by following instructions provided in the form of proxy at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) prior to the scheduled time of the Meeting, or

any adjournment or postponement thereof. The Chairman of the Meeting, in his sole discretion, may accept completed forms of proxy on the day of the Meeting or any adjournment or postponement thereof.

A proxy may not be valid unless it is dated and signed by the Shareholder who is giving it or by that Shareholder's attorney-in-fact duly authorized by that Shareholder in writing or, in the case of a corporation, dated and executed by a duly authorized officer or attorney-in-fact for the corporation. If a form of proxy is executed by an attorney-in-fact for an individual Shareholder or joint Shareholders, or by an officer or attorney-in-fact for a corporate Shareholder, the instrument so empowering the officer or attorney-in-fact, as the case may be, or a notarially certified copy thereof, must accompany the form of proxy.

### **Revocation of Proxies**

Each Shareholder who has given a proxy may revoke it at any time, before it is exercised, by an instrument in writing: (a) executed by that Shareholder or by that Shareholder's attorney-in-fact authorized in writing or, where the Shareholder is a corporation, by a duly authorized officer of, or attorney-in-fact for, the corporation; and (b) delivered either: (i) to the Company at the address set forth above, at any time up to and including the last business day preceding the day of the Meeting or, if adjourned or postponed, any reconvening thereof, or (ii) to the Chairman of the Meeting prior to the vote on matters covered by the proxy on the day of the Meeting or, if adjourned or postponed, any reconvening thereof, or (iii) in any other manner provided by law.

A proxy will automatically be revoked by either: (i) attendance at the Meeting and participation in a poll (ballot) by a Shareholder, or (ii) submission of a subsequent proxy in accordance with the foregoing procedures. A revocation of a proxy does not affect any matter on which a vote has been taken prior to any such revocation.

### **Voting of Shares and Proxies and Exercise of Discretion by Designated Persons**

A Shareholder may indicate the manner in which the Designated Persons are to vote with respect to a matter to be voted upon at the Meeting by marking the appropriate space. **The Shares represented by a proxy will be voted or withheld from voting in accordance with the instructions of the Shareholder on any ballot that may be called for and if the Shareholder specifies a choice with respect to any matter to be acted upon, the Shares will be voted accordingly.**

**IF NO CHOICE IS SPECIFIED IN THE PROXY WITH RESPECT TO A MATTER TO BE ACTED UPON, THE PROXY CONFERS DISCRETIONARY AUTHORITY WITH RESPECT TO THAT MATTER UPON THE DESIGNATED PERSONS NAMED IN THE FORM OF PROXY. IT IS INTENDED THAT THE DESIGNATED PERSONS WILL VOTE THE SHARES REPRESENTED BY THE PROXY IN FAVOUR OF EACH MATTER IDENTIFIED IN THE PROXY.**

The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to other matters which may properly come before the Meeting, including any amendments or variations to any matters identified in the Notice, and with respect to other matters which may properly come before the Meeting. At the date of this Information Circular, management of the Company is not aware of any such amendments, variations, or other matters to come before the Meeting.

In the case of abstentions from, or withholding of, the voting of the Shares on any matter, the Shares that are the subject of the abstention or withholding will be counted for determination of a quorum, but will not be counted as affirmative or negative on the matter to be voted upon.

#### ADVICE TO BENEFICIAL SHAREHOLDERS

**The information set out in this section is of significant importance to those Shareholders who do not hold Shares in their own name. Shareholders who do not hold their Shares in their own name (referred to in this Information Circular as “Beneficial Shareholders”) should note that only proxies deposited by Shareholders whose names appear on the records of the Company as the registered holders of Shares can be recognized and acted upon at the Meeting.** If Shares are listed in an account statement provided by a broker, then in almost all cases those Shares will not be registered in the Beneficial Shareholder’s name on the records of the Company. Such Shares will more likely be registered under the names of the Beneficial Shareholder’s broker or an agent of that broker. In the United States, the vast majority of such Shares are registered under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depository for many U.S. brokerage firms and custodian banks), and in Canada, under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms). **Beneficial Shareholders should ensure that instructions respecting the voting of their Shares are communicated to the appropriate person well in advance of the Meeting.**

The Company does not have access to the names of all Beneficial Shareholders. Applicable regulatory policy requires intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of Shareholders’ meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Shares are voted at the Meeting. The form of proxy supplied to a Beneficial Shareholder by his, her or its broker (or the agent of the broker) is similar to the form of proxy provided to registered Shareholders by the Company. However, its purpose is limited to instructing the registered Shareholder (the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. (“**Broadridge**”) in the United States and in Canada. Broadridge typically prepares a special voting instruction form, mails this form to the Beneficial Shareholders and asks for appropriate instructions regarding the voting of Shares to be voted at the Meeting. If Beneficial Shareholders receive the voting instruction forms from Broadridge, they are requested to complete and return the voting instruction forms to Broadridge by mail or facsimile. Alternatively, Beneficial Shareholders can call a toll-free number and access Broadridge’s dedicated voting website (each as noted on the voting instruction form) to deliver their voting instructions and to vote the Shares held by them. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Shares to be represented at the Meeting. **A Beneficial Shareholder receiving a Broadridge voting instruction form cannot use that form as a proxy to vote Shares directly at the Meeting – the voting instruction form must be returned to Broadridge well in advance of the Meeting in order to have the applicable Shares voted at the Meeting.**

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting Shares registered in the name of his, her or its broker (or agent of the broker), a Beneficial Shareholder may attend at the Meeting as proxyholder for the registered Shareholder and vote the Shares in that capacity. Beneficial Shareholders who wish to attend at

the Meeting and indirectly vote their Shares as proxyholder for the registered Shareholder should enter their own names in the blank space on the instrument of proxy provided to them and return the same to their broker (or the broker's agent) in accordance with the instructions provided by such broker (or agent), well in advance of the Meeting.

Alternatively, a Beneficial Shareholder may request in writing that his, her or its broker send to the Beneficial Shareholder a legal proxy which would enable the Beneficial Shareholder to attend at the Meeting and vote his, her or its Shares.

Beneficial Shareholders consist of non-objecting beneficial owners and objecting beneficial owners. A non-objecting beneficial owner is a beneficial owner of securities that has provided instructions to an intermediary holding the securities in an account on behalf of the beneficial owner that the beneficial owner does not object, for that account, to the intermediary disclosing ownership information about the beneficial owner under National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("NI 54-101") of the Canadian Securities Administrators. An objecting beneficial owner means a beneficial owner of securities that has provided instructions to an intermediary holding the securities in an account on behalf of the beneficial owner that the beneficial owner objects, for that account, to the intermediary disclosing ownership information about the beneficial owner under NI 54-101.

The Company is sending proxy-related materials directly to non-objecting beneficial owners of the Shares. The Company will not pay for the delivery of proxy-related materials to objecting beneficial owners of the Shares under NI 54-101 and Form 54-107F1 - *Request for Voting Instructions Made by Intermediary*. The objecting beneficial owners of the Shares will not receive the materials unless their intermediary assumes the costs of delivery.

All references to Shareholders in this Information Circular are to registered Shareholders, unless specifically stated otherwise.

## VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Company is authorized to issue an unlimited number of Shares without par value and an unlimited number of preference shares without par value. As of the Record Date, determined by the board of directors of the Company (the "**Board**") to be the close of business on the Record Date, a total of 42,749,565 Shares were issued and outstanding. Each Share carries the right to one vote at the Meeting.

Only registered Shareholders as of the Record Date are entitled to receive notice of, and to attend and vote at, the Meeting or any adjournment or postponement thereof.

At the Meeting, the votes of holders of Shares will be aggregated on all matters to be approved at the Meeting. To the knowledge of the directors or executive officers of the Company, no person or company beneficially owns, or controls or directs, directly or indirectly, Shares carrying 10% or more of the voting rights attached to the Shares, other than as set forth below:

| Name of Shareholder                     | Number of Shares Owned   | Percentage of Outstanding Shares <sup>(1)</sup> |
|---|--------------------------|---|
| Andrew Schutte                          | 6,079,604 <sup>(2)</sup> | 14.00%  |
| YOFOTO (China) Health Industry Co. Ltd. | 5,357,900                | 12.53%  |
| Jamie MacKay                            | 4,663,037 <sup>(3)</sup> | 10.91%  |

(1) Based on 2,749,565 Shares issued and outstanding as of September 21, 2022.

(2) Does not include: (i) 303,030 Shares issued on the conversion of class A preference shares at a conversion price of \$0.33 per class A preference share held directly by Mr. Schutte, (ii) 355,000 options held directly by Mr. Schutte, each of which is exercisable into one common share, of which 30,000 are exercisable at a price of \$0.43 per common share until July 30, 2023 and 325,000 are exercisable at a price of \$0.40 until June 14, 2026 and (iii) 1,613,901 warrants, each of which is exercisable into one common share, of which 562,750 are exercisable at a price of \$0.36 per common share until July 15, 2023 and 1,051,151 are exercisable at a price of \$0.40 per common share until May 4, 2025.

(3) Does not include 2,176,000 warrants, each of which is exercisable into one common share, of which 1,117,917 are exercisable at a price of \$0.36 per common share until July 15, 2023 and 1,058,083 are exercisable at a price of \$0.40 per common share until May 4, 2025.

## INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as otherwise disclosed herein, no (a) director or executive officer of the Company; (b) person or company who beneficially owns, directly or indirectly, Shares or who exercises control or direction of Shares, or a combination of both carrying more than ten percent of the voting rights attached to the Shares outstanding (an “**Insider**”); (c) director or executive officer of an Insider; or (d) associate or affiliate of any of the directors, executive officers or Insiders, has had any material interest, direct or indirect, in any transaction since the commencement of the Company’s most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Company, except with an interest arising from the ownership of Shares where such person will receive no extra or special benefit or advantage not shared on a pro rata basis by all holders of the same class of Shares.

## MANAGEMENT CONTRACTS

There are no management functions of the Company, which are, to any substantial degree, performed by a person other than the directors or executive officers of the Company.

## PARTICULARS OF MATTERS TO BE ACTED UPON

### Private Placement and Change of Control

The Company intends on closing a private placement (the “**Private Placement**”) of up to 8,000,000 units (each, a “**Unit**”) of the Company at a price of \$0.10 per Unit for gross proceeds of up to \$800,000. Each Unit consists of one Share and one-half of one transferable common share purchase warrant (each whole warrant, a “**Warrant**”), with each Warrant entitling the holder to acquire one Share (each, a “**Warrant Share**”) at a price of \$0.20 per Warrant Share for a period of two years from closing of the Private Placement.

Andrew Schutte, a director of the Company, has agreed to subscribe for 2,500,000 Units for gross proceeds of \$250,000. The issuance of 2,500,000 Shares and 1,250,000 Warrants would result in Andrew Schutte beneficially owning more than 20% of the outstanding Shares of the Company. Andrew Schutte also owns the following securities: (i) 303,030 common shares

issued on the conversion of class A preference shares (each, a “**Class A Shares**”) at a conversion price of \$0.33 per Class A Share held directly by Mr. Schutte, (ii) 355,000 options (each, an “**Option**”) held directly by Mr. Schutte, each of which is exercisable into one common share, of which 30,000 are exercisable at a price of \$0.43 per common share until July 30, 2023 and 325,000 are exercisable at a price of \$0.40 until June 14, 2026 and (iii) 1,613,901 warrants (each, a “**Warrant**”), each of which is exercisable into one common share, of which 562,750 are exercisable at a price of \$0.36 per common share until July 15, 2023 and 1,051,151 are exercisable at a price of \$0.40 per common share until May 4, 2025 (collectively, the “**Derivative Securities**”).

Prior to the completion of the Private Placement, Andrew Schutte owns 15.39% of the issued and outstanding Shares, assuming exercise or conversion of all of the Derivative Securities. If the Company obtains approval of the Shareholders and the Private Placement is completed, Andrew Schutte will own 22.3% of the issued and outstanding Shares assuming exercise or conversion of all Derivative Securities and the 1,250,000 Warrants issued in the Private Placement.

Under the rules of the TSX Venture Exchange (the “**Exchange**”) governing private placements, shareholder approval is required where the issuance of common shares of a listed company together with the common shares that may be issued on the exercise of any warrants will result in the number of common shares to be beneficially owned by any one placee participating in a private placement, or to a group of placees who intend to vote their shares as a group in a private placement, being equal to or greater than 20% of the number of the Company’s common shares outstanding after giving effect to the issuance of securities pursuant to a private placement. In addition, shareholder approval is required if the private placement may result in or is part of a transaction that will affect materially the control of the Company or the creation of a control person.

Accordingly, disinterested Shareholders will be asked to consider and, if thought fit, pass the following resolution (the “**Change of Control Resolution**”):

“RESOLVED, as an ordinary resolution of the disinterested Shareholders of RepliCel Life Sciences Inc., that:

1. the closing of a private placement (the “**Private Placement**”) pursuant to which Andrew Schutte, a director of the Company, has subscribed for 2,500,000 units, comprised of 2,500,000 common shares of the Company and 1,250,000 share purchase warrants exercisable at \$0.20 per common share for a period of two years from closing of the Private Placement, and the resulting creation of Andrew Schutte as a control person as such term is defined under the policies of the TSX Venture Exchange, be and is hereby approved;
2. any one director or officer of the Company is hereby authorized and directed to do all such things as may be necessary or desirable, in the opinion of such officer or director to give effect thereto.”

The 6,079,604 Shares currently held by Andrew Schutte will not be counted in the vote.

**Management of the Company recommends that Shareholders vote in favour of the Change of Control Resolution at the Meeting. It is the intention of the Designated Persons named in the**

**enclosed form of proxy, if not expressly directed otherwise in such form of proxy, to vote such proxy FOR the Change of Control Resolution.**

#### **ADDITIONAL INFORMATION**

Additional information about the Company can be obtained free of charge through the SEDAR website at [www.sedar.com](http://www.sedar.com). Shareholders may also contact R. Lee Buckler, President, at Suite 900 - 570 Granville Street, Vancouver, British Columbia V6C 3P1, Telephone: 604.248.8730, Facsimile: 604.248.8690, to request copies of the Company's financial statements and the related Management's Discussion and Analysis (the "MD&A"). Financial information is provided in the Company's comparative financial statements and MD&A for its most recently completed financial year and in the financial statements and MD&A for subsequent financial periods, which are available on SEDAR.

Dated at Vancouver, British Columbia, the 27th day of September, 2022.

**ON BEHALF OF THE BOARD OF DIRECTORS OF  
REPLICEL LIFE SCIENCES INC.**

*"R. Lee Buckler"*

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R. Lee Buckler  
President, Chief Executive Officer and Director