



## REPLICEL LIFE SCIENCES INC.

Suite 900 - 570 Granville Street  
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### NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

TO THE SHAREHOLDERS OF REPLICEL LIFE SCIENCES INC.:

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the "**Meeting**") of shareholders of RepliCel Life Sciences Inc. (the "**Company**") will be held at the law offices of Clark Wilson LLP, 900 - 885 West Georgia Street, Vancouver, British Columbia, on Friday, December 14, 2018, at the hour of 10:30 a.m. (Vancouver time) for the following purposes:

1. to receive the audited financial statements of the Company for the financial period ended December 31, 2017, and accompanying report of the auditors;
2. to appoint BDO Canada LLP as the auditors of the Company for the financial year ending December 31, 2018;
3. to authorize the directors of the Company to fix the remuneration to be paid to the auditors for the financial year ending December 31, 2018;
4. to set the number of directors of the Company for the ensuing year at seven (7);
5. to elect, individually, R. Lee Buckler, David Hall, Peter Lewis, Geoff MacKay, Andrew Schutte, Peter Lowry and Larissa Huang as the directors of the Company;
6. to consider and, if thought fit, to pass an ordinary resolution to ratify the Company's 2014 Stock Option Plan, as described in the accompanying information circular (the "**Information Circular**");
7. to consider and, if thought fit, to pass an ordinary resolution (the "**Warrant Exercise Resolution**"), as more particularly described in the Information Circular, authorizing YOFOTO (China) Health Industry Co. Ltd. ("**YOFOTO**") to exercise warrants to purchase common shares that may result in YOFOTO becoming a control person of the Company (a "**Control Person**"), as such term is defined in the TSX Venture Exchange Corporate Finance Manual; and

8. to transact such further or other business as may properly come before the Meeting and any adjournment or postponement thereof.

The Warrant Exercise Resolution must be approved by a simple majority of 50% plus one of the votes properly cast by disinterested shareholders voting in present or by proxy at the Meeting. The votes attached to common shares held by YOFOTO, and its affiliates and associates, are excluded from the calculation of such approval.

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 board of directors of the Company has fixed November 8, 2018 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 in person, 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.

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 15th day of November, 2018.

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 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.**