



# RepliCel\*

## **REPLICEL LIFE SCIENCES INC.**

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

### **NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON DECEMBER 8, 2020**

*November 5, 2020*

*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.

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

### 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 via ZOOM, on Tuesday, December 8, 2020, at the hour of 4:30 p.m. (Vancouver time) for the following purposes:

1. to receive the audited financial statements of the Company for the financial period ended December 31, 2019, 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, 2020 and to authorize the directors of the Company to fix the remuneration to be paid to the auditors for the financial year ending December 31, 2020;
3. to set the number of directors of the Company for the ensuing year at seven (7);
4. to elect, individually, R. Lee Buckler, David Hall, Peter Lewis, Andrew Schutte, Peter Lowry, Larissa Huang and Gavin Ye as the directors of the Company;
5. 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**");
6. to consider and, if thought fit, to approve a Shareholder Rights Plan, as described in the Information Circular; and
7. 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 October 29, 2020 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.

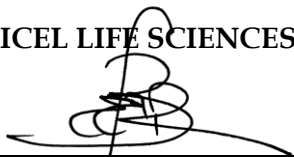
In view of the current and rapidly evolving COVID-19 outbreak, the Company will not be providing a physical location for shareholders to attend the Meeting in person. As always, the Company encourages shareholders to vote prior to the Meeting. Shareholders are encouraged to vote on the matters before the Meeting by proxy and to join the Meeting by ZOOM.

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 5th day of November, 2020.

By Order of the Board of Directors of

**REPLICEL LIFE SCIENCES INC.**



---

R. Lee Buckley  
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.**