



REPLICEL LIFE SCIENCES INC.

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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 offices of Clark Wilson LLP, Suite 900, 885 West Georgia Street, Vancouver, BC V6C 3H1 and via ZOOM, on Tuesday, November 30, 2021, at the hour of 11:00 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, 2020, 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, 2021 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, 2021;
3. to set the number of directors of the Company for the ensuing year at six (6);
4. to elect, individually, R. Lee Buckler, David Hall, Peter Lewis, Andrew Schutte, Peter Lowry and Gary Boddington 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**"); and
6. 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 21, 2021 as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any

