

Appendix C to National Instrument 41-101
General Prospectus Requirements

**Non-Issuer Form of Submission to
Jurisdiction and Appointment of
Agent for Service of Process**

1. Name of issuer (the "Issuer"):
StageZero Life Sciences Ltd.

2. Jurisdiction of incorporation, or equivalent, of Issuer:

Province of Ontario

3. Address of principal place of business of Issuer:
70 East Beaver Creek Rd, Unit 30, Richmond Hill, Ontario, L4B 3B2

4. Description of securities (the "Securities"):
Units comprised of common shares and warrants

5. Date of the prospectus (the "Prospectus") under which the Securities are offered:

November 26, 2020

6. Name of person filing this form (the "Filing Person"):
Rory Riggs

7. Filing Person's relationship to Issuer:
Director

8. Jurisdiction of incorporation, or equivalent, of Filing Person, if applicable, or jurisdiction of residence of Filing Person:
New York, United States

9. Address of principal place of business of Filing Person:
130 West 12th Street, New York, NY 10011

10. Name of agent for service of process (the "Agent"):
WeirFoulds LLP

11. Address for service of process of Agent in Canada (the address may be anywhere in Canada):
66 Wellington Street West, Suite 4100, Toronto, ON M5K 1B7

12. The Filing Person designates and appoints the Agent at the address of the Agent stated above as its agent upon whom may be served any notice, pleading, subpoena, summons or other process in any action, investigation or administrative, criminal, quasi-criminal, penal or other proceeding

(the "Proceeding") arising out of, relating to or concerning the distribution of the Securities made or purported to be made under the Prospectus, and irrevocably waives any right to raise as a defence in any such Proceeding any alleged lack of jurisdiction to bring the Proceeding.

13. The Filing Person irrevocably and unconditionally submits to the non-exclusive jurisdiction of
- (a) the judicial, quasi-judicial and administrative tribunals of each of the provinces and territories of Canada in which the securities are distributed under the Prospectus; and
 - (b) any administrative proceeding in any such province or territory,
- in any Proceeding arising out of or related to or concerning the distribution of the Securities made or purported to be made under the Prospectus.
14. Until six years after completion of the distribution of the Securities made under the Prospectus, the Filing Person shall file a new submission to jurisdiction and appointment of agent for service of process in this form at least 30 days before termination of this submission to jurisdiction and appointment of agent for service of process.
15. Until six years after completion of the distribution of the Securities under the Prospectus, the Filing Person shall file an amended submission to jurisdiction and appointment of agent for service of process at least 30 days before a change in the name or above address of the Agent.
16. This submission to jurisdiction and appointment of agent for service of process shall be governed by and construed in accordance with the laws of Ontario.

Dated: November 26, 2020

"Rory Riggs"

Signature of Filing Person

Rory Riggs

Print name of person signing and, if the Filing Person is not an individual, the title of the person

AGENT

The undersigned accepts the appointment as agent for service of process of **Rory Riggs** under the terms and conditions of the appointment of agent for service of process stated above.

Dated: November 26, 2020

"Robert Eberschlag"

Signature of Agent

Robert Eberschlag, Partner

Print name of person signing and, if the Agent is not an individual, the title of the person