FORM 51 – 102F3
MATERIAL CHANGE REPORT

1. Name and Address of Company

Royal Lifescience Corp.
1780-400 Burrard Street
Vancouver, BC V6C 3A6

2. Date of Material Change

January 10, 2018

3. News Release

A news release dated January 10, 2018 was disseminated through Stockwatch and Market News and was filed via SEDAR on the same day.

4. Summary of the Material Change

Royal Lifescience Corp. Announces Update on Its Qualifying Transaction

5. Full Description of the Material Change

Vancouver, BC – Royal Lifescience Corp. (NEX: "RLS.H") (the "Company"), a capital pool company pursuant to Policy 2.4 of the TSX Venture Exchange (the "Exchange"), is pleased to announce that further to its press release dated November 22, 2017, the Company has entered into an amalgamation agreement (the "Agreement") with Rover Metals Corp. ("Rover"). Rover is a private British Columbia company that holds an option to acquire a 100% interest in and to the Up Town Gold Project (the "Option" and the "Property" respectively), which is located in Yellowknife, NWT. The Property consists of six claims covering 3,227 hectares and borders the west side of the historic Giant Mine leases.

Amalgamation Agreement

Pursuant to the terms of the Agreement, both Rover and the Company will complete an arm's length business combination transaction by way of amalgamation (the "Amalgamation") under the Business Corporations Act (British Columbia) to continue as a new company, Rover Metals Ltd. (the "Resulting Issuer").

Each common share in the capital of the Company (the "Royal Shares") that is outstanding immediately prior to the Amalgamation (other than Royal Shares held by shareholders of Royal (the "Royal Shareholders") who exercise their dissent rights) shall be converted into one (1) issued and fully paid and non-assessable common share in the capital of the Resulting Issuer (the "Resulting Issuer Shares"). Each common share in the capital of Rover (the "Rover Shares") that is outstanding immediately prior to the Amalgamation (other than Rover Shares held by shareholders of Rover (the "Rover Shareholders") who exercise their dissent rights) shall be converted into one (1) issued and fully paid and non-assessable Resulting Issuer Share at a deemed price of $0.125 per Resulting Issuer Share. In addition, the Company will exchange a total of

10,535,333 currently outstanding Rover share purchase warrants for the Resulting Issuer's warrants on a 1:1 basis. The Resulting Issuer Shares to be issued pursuant to the Amalgamation will be issued pursuant to exemptions from the prospectus requirements of applicable securities legislation and certain of the Resulting Issuer Shares issued to insiders of the Resulting Issuer will be subject to escrow conditions, as required by the Exchange.

Upon completion of the Amalgamation and assuming the Concurrent Financing (as defined herein) is fully-subscribed, former holders of Royal Shares are expected to hold, in the aggregate 3,990,000 Resulting Issuer Shares representing approximately 5.51% of the outstanding Resulting Issuer Shares and the former holder of Rover Shares will hold, exclusive of the Resulting Issuer Shares issuable pursuant to the Concurrent Financing, in the aggregate 32,377,000 Resulting Issuer Shares representing approximately 44.71% of the outstanding Resulting Issuer Shares.

The Company expects that the Amalgamation will result in the Resulting Issuer being a Tier 2 Mining Issuer on the Exchange.

The Amalgamation must be approved by not less than 66 2/3% of the votes cast at the meeting (the "Royal Meeting") of Royal Shareholders and the meeting (the "Rover Meeting") of Rover Shareholders, respectively, each being held to consider, among other things, the Amalgamation. It is expected that the Royal Meeting and the Rover Meeting will be held in early 2018 and a joint management information circular (the "Circular") will be provided to Royal Shareholders and Rover Shareholders in due course.

In connection with the Amalgamation and pursuant to the terms of the Agreement, the Company, certain insiders of the Company, Rover and certain Rover Shareholders are expected to enter into a voting support agreement pursuant to which Company's insiders and certain Rover Shareholders will agree to vote their respective Royal Shares and Rover Shares, in favour of the Amalgamation.

The completion of the Amalgamation is subject to the satisfaction of various conditions as are standard for a transaction of this nature, including but not limited to (i) the completion of satisfactory due diligence; (ii) the completion of the Concurrent Financing; (iii) the approval by the Royal Shareholders and Rover Shareholders of the Amalgamation; (iv) the absence of any material adverse change, material litigation, claims, investigations or other matters affecting the Company and Rover; and (v) receipt of all requisite regulatory, stock exchange, court or governmental authorizations and consents, including the Exchange. There can be no assurance that the Amalgamation will be completed on the terms proposed above or at all.

Concurrent Financing

Prior to or concurrent with the completion of the Transaction, it is expected that Rover will complete a non-brokered private placement ("Concurrent Financing") for gross proceeds of up to $5,000,000. It is currently anticipated that the Concurrent Financing will consist of:

1. the issuance of up to 16,000,000 units of Rover (the "CS Units") at a price of $0.125 per CS Unit for gross proceeds of up to approximately $2 million. Each CS Unit will be

comprised of one common share in the capital of Rover (the "Common Shares") and one common share purchase warrant (a "CS Warrant"). Each CS Warrant shall entitle the holder thereof to acquire an additional Common Share an exercise price of $0.25 for a period of 12 months following the date of issuance and at an exercise price of $0.50 for the period commencing 12 months following the date of issuance and ending 24 months following the date of issuance; and

2. the issuance of up to 20,051,571 units of Rover (the "FT Units") at a price of $0.14 per FT Unit for gross proceeds of up to approximately $2.8 million. Each FT Unit will be comprised of one common share in the capital of Rover issued on a flow-through basis in accordance with the provisions of the Income Tax Act (Canada) (the "FT Shares") and one non-flow-through common share purchase warrant (a "FT Warrant"). Each FT Warrant shall entitle the holder thereof to acquire an additional Common Share an exercise price of $0.28 for a period of 12 months following the date of issuance and at an exercise price of $0.56 for the period commencing 12 months following the date of issuance and ending 24 months following the date of issuance.

Proceeds from the Concurrent Financing are intended to be used to fund further exploration on the Property and for general corporate purposes.

Trading in the common shares of the Company will continue to remain halted and will recommence at such time as the TSXV may determine based on the satisfaction of certain requirements pursuant to TSXV Policy 2.4.

6. Reliance on subsection 7.1(2) or (3) of National Instrument 51 – 102

N/A

7. Omitted Information

N/A

8. Executive Officer

Minaz Dhanani
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9. Date of Report

January 20, 2018