

FORM 51-102F3

MATERIAL CHANGE REPORT

1. **Name and Address of Issuer:**

Rise Capital Corp. (the "**Company**")
20 Holly Street, Suite 300
Toronto, Ontario, M4S 3B1

2. **Date of Material Change:**

June 28, 2021.

3. **News Release:**

The news release disclosing the substance and nature of the material change was issued and disseminated on June 28, 2021 and subsequently filed on SEDAR.

4. **Summary of Material Change:**

The Company announced that it has entered into a letter of intent dated June 25, 2021 (the "**Letter of Intent**") with MiniLuxe, Inc. ("**MiniLuxe**"), a Delaware corporation based in Boston, Massachusetts that focuses on providing nail care and beauty brands, to complete a business combination by way of a transaction whereby MiniLuxe will become a wholly-owned subsidiary of the Company (the "**Proposed Transaction**"). The Proposed Transaction is intended to constitute an arm's length qualifying transaction of the Company pursuant to the TSX Venture Exchange (the "**Exchange**") Policy 2.4 – *Capital Pool Companies* ("**Policy 2.4**"). Upon completion of the Proposed Transaction and the Financing (as defined herein), subject to Exchange approval, it is expected that the Company will be listed as a Tier 2 Issuer on the Exchange and will carry on the business of MiniLuxe.

For convenience, the Company, as it will exist after completion of the Proposed Transaction, is sometimes referred to herein as the "Resulting Issuer".

5. **5.1 – Full Description of Material Change:**

Pursuant to the terms and conditions of the Letter of Intent, the Company and MiniLuxe will negotiate and enter into a definitive agreement (the "**Definitive Agreement**") incorporating the principal terms of the Proposed Transaction as described in the Letter of Intent. Pursuant to the terms of the Proposed Transaction, it is anticipated that all of the issued and outstanding stock of MiniLuxe will be exchanged for common shares of the Company (the "**Rise Shares**") following a consolidation of the Rise Shares on a basis to be determined by the parties (the "**Consolidation**"). It is intended that any outstanding convertible securities of MiniLuxe will either be cancelled or converted prior to the completion of the Proposed Transaction or exchanged pursuant to the Proposed Transaction for comparable securities of the Resulting Issuer on substantially similar economic terms.

The completion of the Proposed Transaction remains subject to a number of terms and conditions, including, among other things: the negotiation and execution of the Definitive Agreement; no material adverse changes occurring in respect of either the Company or MiniLuxe; the parties obtaining all necessary consents, orders and regulatory and shareholder approvals,

including the conditional approval of the Exchange subject only to customary conditions of closing; the Company completing the Consolidation and a name change to a new corporate name acceptable to MiniLuxe and applicable regulatory authorities (the "**Name Change**"); completion of the Financing on terms acceptable to MiniLuxe, acting reasonably; satisfactory completion of due diligence investigations by the parties; and other standard conditions of closing for a transaction in the nature of the Proposed Transaction.

In connection with the Proposed Transaction, MiniLuxe or an entity designated by MiniLuxe and the Company, will complete one or more brokered or non-brokered private placements (collectively, the "**Financing**"), pursuant to which the securities issued under such Financing will be automatically converted into the applicable class of Rise Shares pursuant to the terms and conditions of the Proposed Transaction. It is intended that the Financing will close prior to the completion of the Proposed Transaction.

In conjunction with and upon the closing of the Proposed Transaction, the board of directors of the Resulting Issuer (the "**Board**") is expected to consist of five directors, all of whom will be nominated by MiniLuxe. The existing directors and officers of the Company shall resign at or prior to the closing of the Proposed Transaction. Zoe Krislock is expected to be the Chief Executive Officer and a director of the Resulting Issuer, Elizabeth Lorber the Chief Financial Officer of the Resulting Issuer, Anthony Tjan the Executive Chairman of the Board, and Vernon Lobo, Mats Lederhausen and Stefanie Jay the remaining directors of the Board.

The Proposed Transaction will not constitute a Non-Arm's Length Qualifying Transaction (as defined in Policy 2.4. Accordingly, the Proposed Transaction will not require the approval of the shareholders of the Company. In connection with the Proposed Transaction, the Company will be required to, among other things, complete the Consolidation, the Name Change and the appointment of the Board, each of which will require the approval of the shareholders of the Company.

The Proposed Transaction will require the approval of the shareholders of MiniLuxe.

In accordance with the policies of the Exchange, the Rise Shares are currently halted from trading and will remain so until such time as the Exchange determines, which, depending on the policies of the Exchange, may not occur until completion of the Proposed Transaction.

Please see the news release attached hereto as Schedule "A".

5.2 – Disclosure for Restructuring Transactions:

Not applicable.

6. Reliance on subsection 7.1(2) of National Instrument 51-102:

Not applicable.

7. Omitted Information:

No significant facts remain confidential in, and no information has been omitted from, this report.

8. **Executive Officer:**

For further information, please contact Michael Zych, Chief Executive Officer, Corporate Secretary and Director at (905) 825-4011.

9. **Date of Report:**

July 7, 2021.

Notice Regarding Forward Looking Information:

This material change report contains certain "forward-looking information" and "forward-looking statements" within the meaning of applicable securities laws. Such forward-looking information and forward-looking statements are not representative of historical facts or information or current condition, but instead represent only the Company's beliefs regarding future events, plans or objectives, many of which, by their nature, are inherently uncertain and outside of the Company's control. Generally, such forward-looking information or forward-looking statements can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or may contain statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "will continue", "will occur" or "will be achieved". The forward-looking information contained herein may include, but is not limited to, information concerning the Proposed Transaction, the Financing, the expected composition of the board of directors of the Resulting Issuer, the completion and timing of the application to the Exchange in respect of the Proposed Transaction, the proposed structure by which the Proposed Transaction is to be completed, the ability of the Company and MiniLuxe to meet the conditions of the Proposed Transaction in the required timeframes, obtaining the necessary exemptions and approvals from the Exchange or other regulatory bodies, including the business, name and function of the Resulting Issuer and certain financial information and forecasts.

The Company cautions that all forward-looking statements are inherently uncertain, and that actual performance may be affected by a number of material factors, assumptions and expectations, many of which are beyond the control of the Company and MiniLuxe, including expectations and assumptions concerning the Company, MiniLuxe, the Resulting Issuer, the Proposed Transaction, the negotiation of the Definitive Agreement on satisfactory terms, the timely receipt of all required shareholder, court and regulatory approvals (as applicable), including the acceptance of the Exchange, the satisfaction of other closing conditions in accordance with the terms of the Definitive Agreement, as well as other risks and uncertainties, including those described in the Company's final prospectus dated May 6, 2021, a copy of which is available on SEDAR at www.sedar.com.

In connection with the forward-looking information and forward-looking statements contained in this material change report, the Company has made certain assumptions. Although the Company believes that the assumptions and factors used in preparing, and the expectations contained in, the forward-looking information and statements are reasonable, undue reliance should not be placed on such information and statements, and no assurance or guarantee can be given that such forward-looking information and statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information and statements. The forward-looking information and forward-looking statements contained in this material change report are made as of the date of this material change report, and the Company does not

undertake to update any forward-looking information and/or forward-looking statements that are contained or referenced herein, except in accordance with applicable securities laws. All subsequent written and oral forward-looking information and statements attributable to the Company or persons acting on its behalf is expressly qualified in its entirety by this notice.

Schedule "A"

Please see attached.

**RISE CAPITAL CORP. ENTERS INTO LETTER OF INTENT
FOR QUALIFYING TRANSACTION WITH MINILUXE, INC.**

NEWS RELEASE

**NOT FOR DISTRIBUTION TO UNITED STATES NEWSWIRE SERVICES
OR FOR DISSEMINATION IN THE UNITED STATES**

Toronto, Ontario – June 28, 2021 – Rise Capital Corp. (TSXV: RSE.P) ("Rise") and MiniLuxe, Inc. ("MiniLuxe") are pleased to announce that they have entered into a non-binding letter of intent (the "LOI") dated June 25, 2021, which outlines the general terms and conditions of a proposed business combination, by way of a merger, arrangement, share exchange, take-over bid or other similar form of transaction, which will result in MiniLuxe becoming a wholly-owned subsidiary of Rise or otherwise combining its corporate existence with that of Rise (the "Transaction"). Rise, after completion of the Transaction, is referred to herein as the "Resulting Issuer".

Rise is a "capital pool company" that completed its initial public offering in May 2021. The common shares of Rise ("Rise Shares") are listed for trading on the TSX Venture Exchange ("TSXV") under the stock symbol RSE.P. Rise has not commenced commercial operations and has no assets other than cash. It is intended that the Transaction, when completed, will constitute the "Qualifying Transaction" of Rise pursuant to Policy 2.4 - Capital Pool Companies (the "CPC Policy") of the TSXV.

About MiniLuxe

MiniLuxe is a Delaware corporation based in Boston, Massachusetts that has emerged as the one of the leading socially-responsible lifestyle brands in nail care. For over a decade, MiniLuxe has been setting industry standards for health, hygiene, and fair labour practices in its efforts to transform the most-used, but poorly regulated beauty service. Over the next five years, MiniLuxe seeks to become one of the largest educators and employers of Asian-American, Asian-Canadian, and other diverse members who are part of one of the largest independent workforces of women.

MiniLuxe's omni-platform has three integrated revenue streams across educational certifications, talent services and product revenue. MiniLuxe is driven by a fully integrated digital-first platform that manages all client bookings, preferences and payments and provides designers with the ability to manage their scheduling, clientele, bonuses and gratuity, and training content. Since its founding, MiniLuxe has performed over 2 million services and today has 100 percent of all of its bookings digitally managed.

Terms of the Transaction

Pursuant to the terms and conditions of the LOI, Rise and MiniLuxe will negotiate and enter into a definitive agreement (the "Definitive Agreement") incorporating the principal terms of the Transaction as described in the LOI. The terms and conditions outlined in the LOI are non-binding on the parties, and the LOI is expected to be superseded by the Definitive Agreement. Pursuant to the terms of the Transaction, all of the issued and outstanding stock of MiniLuxe will be exchanged for shares of Rise following a consolidation of the Rise Shares on a basis to be determined by the

parties. It is intended that any outstanding convertible securities of MiniLuxe will either be cancelled or converted prior to the completion of the Transaction or exchanged pursuant to the Transaction for comparable securities of the Resulting Issuer on substantially similar economic terms. There can be no assurance that a Definitive Agreement will be successfully negotiated or entered into.

The Transaction does not constitute a Non-Arm's Length Qualifying Transaction (as that term is defined in the CPC Policy) and, accordingly, is not expected to require the approval of Rise's shareholders. Nonetheless, Rise intends to hold a special meeting of its shareholders whereat, among other things, the shareholders of Rise will be asked to approve: (i) a consolidation of the Rise Shares; (ii) a change of Rise's name; (iii) the appointment of a new slate of directors, conditional upon completion of the Transaction; (iv) if applicable, the appointment of a new auditor of Rise; and (v) if applicable, the continuance of the corporate existence of Rise.

Pursuant to the terms of the LOI, until the earliest of: (i) the execution of the Definitive Agreement; (ii) the mutual agreement of Rise and MiniLuxe; or (iii) the termination of the LOI in accordance with its terms, Rise and MiniLuxe have agreed not to solicit, negotiate, accept or discuss with any other entity, any transaction that would be in opposition to or in competition with the Transaction.

Management of the Resulting Issuer

As a result of the Transaction, the Resulting Issuer will indirectly carry on the business of MiniLuxe and will change its name to "MiniLuxe Corp." or such other name as determined by MiniLuxe and as may be accepted by the TSXV and any other relevant regulatory authorities.

If the Transaction is completed, it is expected that the board of directors of the Resulting Issuer on closing will, subject to compliance with applicable corporate law and the policies of the TSXV, be comprised of the individuals referenced below, and all of the existing directors of Rise, other than Vernon Lobo, will resign:

Anthony Tjan (Director and Executive Chairman of the Board)

Mr. Tjan will serve as director and Chairman of the Board of Directors of the Resulting Issuer. Mr. Tjan is an experienced operator, strategic advisor and investor who has founded, built and led various companies. His career started at McKinsey, where he founded ZEFER, a pioneering Internet strategic advisory and development firm that is now part of NEC. For fifteen years, Mr. Tjan served as Vice Chairman of The Parthenon Group and served as the senior advisor to the then CEO of The Thomson Corporation, Dick Harrington. During his time at Thomson, his work helped lead the company's transformation into Thomson Reuters, one of the largest information services companies in the world. Post-Thomson Reuters, Mr. Tjan with a set of co-founders established The Cue Ball Group where he continues to serve as Managing Partner and where he also cofounded, MiniLuxe. Mr. Tjan holds AB and MBA degrees from Harvard and was a Fellow at the Harvard Kennedy School. He sits on the Advisory Council for the MIT Media Lab and the Board of the Tory Burch Foundation.

Zoe Krislock (Director and Chief Executive Officer)

Ms. Krislock will serve as director and Chief Executive Officer of the Resulting Issuer. Ms. Krislock is an experienced senior executive and leader who has spent her career driving brand expansion and

retail growth. She spent over 15 years at Nike, most recently serving as head of the Canada and US Midwest markets. Previously, Ms. Krislock oversaw the expansion of Nike's factory stores across North America and Europe and led Nike's retail expansion into China. Over the course of her career, Ms. Krislock has also established a track record of developing top female talent. Ms. Krislock began her career at Nordstrom and later spent seven years at Gap. She holds a B.A. in Marketing from San Jose State University.

Elizabeth Lorber (Chief Financial Officer)

Ms. Lorber will serve as Chief Financial Officer of the Resulting Issuer. Ms. Lorber is a skilled finance executive with significant operating and investment expertise. She has over a decade of equity research experience prior to transitioning to the operating side to focus on growth-stage mission-driven businesses. Ms. Lorber has since headed finance and corporate development for Xtend Barre, a global boutique fitness franchisor, Glosslab—an NYC-based nail care business, and Blushington—a national makeup services business. Ms. Lorber holds a BBA in Finance and Accounting from the Stephen M. Ross School of Business at University of Michigan and an MBA jointly conferred by Columbia University and London Business School via their Global Executive Program.

Vernon Lobo (Director)

Mr. Lobo will serve as director of the Resulting Issuer. Mr. Lobo is a founder and principal of Mosaic Capital Partners LP, a private investment fund. Through 26 years in the investment industry, Mr. Lobo has built several companies from start-up to acquisition or public listing, eight of which achieved valuations in excess of \$100 million. Earlier in his career, Mr. Lobo was a consultant with McKinsey & Company and software engineer at Nortel Networks. He holds a BASc in Engineering from the University of Waterloo and a Master of Business Administration from Harvard University where he was a Baker Scholar.

Mats Lederhausen (Director)

Mr. Lederhausen will serve as director of the Resulting Issuer. Mr. Lederhausen has more than 30 years of experience building global businesses in the consumer and lifestyle space. Mats started his career at the Boston Consulting Group before becoming a CEO and JV Partner of the growing McDonald's franchise in Sweden. After leading a successful expansion, Mats was asked in 1999 to serve as McDonald's Global Head of Strategy. At McDonald's Corporation Mats was a key member in architecting the company's successful turnaround that continues strong to this day. Mats also oversaw and led groundbreaking investments at McDonald's Ventures in brands including Chipotle Mexican Grill, Redbox DVD (which he co-founded), and Pret A Manger. As lead director and Chairman of Chipotle he helped lead what became one of the most successful restaurant IPOs. Mats is also the founder of his own private holding company, Be-Cause, which is dedicated to businesses with a purpose bigger than their products. Mats serves as Executive Chairman of Rōti Modern Mediterranean as well as director of many other portfolio companies. Mats holds a Master's degree from the Stockholm School of Economics.

Stefanie Jay (Director)

Ms. Jay will serve as director of the Resulting Issuer. Ms. Jay was recently hired as Chief Business and Strategy Officer at eBay, where she reports directly to the CEO and is responsible for leading a combined division encompassing Strategy, Business Operations, Analytics and Communications. Prior to joining eBay, Ms. Jay served as Vice President and General Manager of Walmart Media Group where she was responsible for driving and scaling Walmart's digital and in-store advertising strategy and business. Under Ms. Jay's leadership, Walmart brought its media business in-house, developed a strategic approach with advertisers and delivered on the vision of customer-centric advertising, self-serve and automation for advertisers and accelerated revenue growth. Ms. Jay joined Walmart's Global eCommerce division in 2015 to lead corporate development and strategy, including Walmart's strategic investment in China's JD.com, strategic partnerships with Google, Uber, Lyft and the acquisition of Jet.com. Ms. Jay also served as Chief of Staff to the Chief Executive Officer of the Global eCommerce division of Walmart from 2015 to 2017. Prior to Walmart, Ms. Jay spent 14 years at Goldman Sachs in the consumer, retail and healthcare investment banking group. She also led global client strategy for Goldman Sachs' CEO and executive office. Ms. Jay earned a B.A. in Economics from Columbia University.

Concurrent Financing

The parties currently contemplate that MiniLuxe, or an entity designated by it, will complete one or more brokered or non-brokered private placements of securities, which may include subscription receipts or other convertible securities, which are currently being negotiated (the "Concurrent Financings"). It is intended that the Concurrent Financings will close prior to the completion of the Transaction. Further details regarding any proposed Concurrent Financing will be provided by Rise in one or more subsequent news releases. There can be no assurance that a Concurrent Financing will be successfully completed.

Sponsorship

Rise intends to make an application for exemption from the sponsorship requirements of the TSXV in connection with the Transaction; however, there is no assurance that the TSXV will exempt Rise from all or part of the applicable sponsorship requirements.

Trading Halt

Trading in the Rise Shares has been halted and is not expected to resume until completion of the Transaction or until the TSXV receives the requisite documentation for the resumption of trading.

Additional Information

Rise will provide further details in respect of the Transaction and MiniLuxe, including any required financial information of MiniLuxe, in due course by way of one or more press releases in accordance with the requirements of the CPC Policy.

For more information, please contact:

Michael Zych
Chief Financial Officer, Corporate Secretary and Director
(905) 825-4011

Tony Tjan
Chairman, MiniLuxe
(617) 542-0100

Zoe Krislock
Chief Executive Officer, MiniLuxe
(617) 684-2730

This news release does not constitute an offer to sell, or a solicitation of an offer to buy, any of the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

Completion of the Transaction is subject to a number of conditions, including but not limited to, TSXV acceptance and if applicable pursuant to Exchange Requirements (as that term is defined in the policies of the TSXV), majority of the minority shareholder approval. Where applicable, the Transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the Transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the Transaction, any information released or received with respect to the Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of a capital pool company should be considered highly speculative. All information contained in this press release with respect to Rise and MiniLuxe was supplied by the respective party for inclusion herein, without independent review by the other party, and each party and its directors and officers have relied on the other party for any information concerning the other party.

The TSXV has in no way passed upon the merits of the Transaction and has neither approved nor disapproved the contents of this press release. Neither the TSXV nor its Regulation Services Provider (as that term is defined in the policies of the TSXV) accepts responsibility for the adequacy or accuracy of this release.

Forward-Looking Information and Statements

This press release contains certain "forward-looking information" and "forward-looking statements" within the meaning of applicable securities laws. Such forward-looking information and forward-looking statements are not representative of historical facts or information or current condition, but instead represent only the Company's beliefs regarding future events, plans or objectives, many of which, by their nature, are inherently uncertain and outside of the Company's control. Generally, such forward-looking information or forward-looking statements can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or may contain statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "will continue", "will occur" or "will be achieved". The forward-looking information contained herein may include, but is not limited to, information concerning the Transaction, the Concurrent Financings, the expected composition of the board of directors of the Resulting Issuer, the completion and timing of the application to the TSXV in respect of the Transaction, the proposed structure by which the Transaction is to be completed, the ability of Rise and MiniLuxe to meet the conditions of the Transaction in the required timeframes, obtaining the necessary exemptions and approvals from the TSXV or other regulatory bodies, including the business, name and function of the Resulting Issuer and certain financial information and forecasts.

Rise cautions that all forward-looking statements are inherently uncertain, and that actual performance may be affected by a number of material factors, assumptions and expectations, many of which are beyond the control of Rise and MiniLuxe, including expectations and assumptions concerning Rise, MiniLuxe, the Resulting Issuer, the Transaction, the negotiation of the Definitive Agreement on satisfactory terms, the timely receipt of all required shareholder, court and regulatory approvals (as applicable), including the acceptance of the TSXV, the satisfaction of other closing conditions in accordance with the terms of the Definitive Agreement, as well as other risks and uncertainties, including those described in Rise's final prospectus dated May 6, 2021, a copy of which is available on SEDAR at www.sedar.com.

In connection with the forward-looking information and forward-looking statements contained in this press release, Rise has made certain assumptions. Although Rise believes that the assumptions and factors used in preparing, and the expectations contained in, the forward-looking information and statements are reasonable, undue reliance should not be placed on such information and statements, and no assurance or guarantee can be given that such forward-looking information and statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information and statements. The forward-looking information and forward-looking statements contained in this press release are made as of the date of this press release, and Rise does not undertake to update any forward-looking information and/or forward-looking statements that are contained or referenced herein, except in accordance with applicable securities laws. All subsequent written and oral forward-looking information and statements attributable to Rise or persons acting on its behalf is expressly qualified in its entirety by this notice.