

**FORM 51 – 102F3**  
***Material Change Report***

- Item 1      **Name and Address of Company**  
AREV Nutrition Sciences Inc. (the “Company”)  
440-890 West Pender St.  
Vancouver, BC V6C 1J9
- Item 2      **Date of Material Change**  
October 14, 2016.
- Item 3      **News Release**  
  
On October 14, 2016 a news release in respect of the material change was forwarded to Stockwatch for dissemination and filed on SEDAR.
- Item 4      **Summary of Material Change**  
  
The Company has arranged a private placement (the “Private Placement”) of units (each, a “Unit”), at a price of \$0.05 per Unit, for gross proceeds of up to \$200,000.
- Item 5      **Full Description of Material Change**  
  
The Company is pleased to announce that it has arranged a private placement of Units, at a price of \$0.05 per Unit, for gross proceeds of up to \$200,000.  
  
Each Unit is comprised of one common share (the “Shares”) of the Company and one common share purchase warrant (the “Warrants”). Subject to adjustment in certain events, each Warrant entitles the holder thereof to purchase one additional common share (the “Warrant Shares”) of the Company at an exercise price of \$0.10 per Warrant Share at any time on or before 5:00 p.m. (Vancouver time) on the date that is 18 months from the date of issuance of the Warrants; except that, if over a period of 10 consecutive trading days between the date that is 4 months and a day from the date of issuance of the Warrants and the date that the Warrants would otherwise expire, the closing price of the Company’s common shares on the Canadian Securities Exchange (or such other stock exchange where the majority of the trading volume for the Company’s common shares occurs) exceeds \$0.30, then the Company may, at its option, provide written notice to the warrant holders to exercise their Warrants within 30 days of the date of the notice, failing which the Warrants will expire (the “Exercise Period”).
- Item 6      **Reliance on Subsection 7.1 (2) or (3) of National Instrument 51-102**  
N/A

Item 7      **Omitted Information**  
N/A

Item 8      **Executive Officer**  
The following executive officer of the Company is knowledgeable about this report and the material change disclosed herein:

Stephane Maher  
Tel. 604-868-5013

**Date of Report**

Item 9      October 14, 2016.