

**Form 62-103F1**

***Required Disclosure under the Early Warning Requirements***

**Item 1 – Security and Reporting Issuer**

- 1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.

**This report relates to the common shares of AREV Nutrition Sciences Inc. of 440- 890 West Pender St., Vancouver, BC V6C 1J9 (the “Issuer”), and to convertible debentures of the Issuer, the debentures being convertible into units of the Issuer, each unit being convertible into one common share of the Issuer and one transferable common share warrant of the Issuer.**

- 1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.

**The securities were acquired privately. The securities of the Issuer are not trading on any securities exchange.**

**Item 2 – Identity of the Acquiror**

- 2.1 State the name and address of the acquiror.

**Mike Withrow**

**Ho Chi Minh City, Vietnam**

**Care of 440 - 890 West Pender St., Vancouver, BC V6C 1J9.**

- 2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.

**The securities were issued by the Issuer to the acquiror on December 9, 2016.**

**The acquiror acquired 2,000,000 common shares of the Issuer from the Issuer as partial consideration for vending unique equipment apparatus for extracting oils from natural biomass using fast freezing extraction methods (the “FFE Equipment”) to the Issuer.**

**The acquiror acquired 1,500,000 common shares of the Issuer from the Issuer in consideration for the acquiror assigning the Issuer patent rights for a Method and Composition for Preventing and Treating Avian Influenza in Poultry, for which Letters Patent of the United States issued on December 23, 2014, U.S. Patent No. 8,916,211 (the “Poultry Patent.”).**

**The acquiror acquired a convertible debenture from the Issuer with a**

**principal amount of \$300,000 as partial consideration for vending the FFE Equipment to the Issuer (the “FFE Equipment Convertible Debenture”). The FFE Equipment Convertible Debenture is convertible into units of the Issuer consisting of one common share and one transferable common share warrant of the Issuer at a conversion price of \$0.05 per unit, with a term ending on September 16, 2018. The FFE Equipment Convertible Debenture can be converted in all or in part at the discretion of the acquiror or his nominee.**

**The acquiror acquired a convertible debenture from the Issuer with a principal amount of \$115,000 as full resettlement of a credit facility provided by the acquiror to which the Issuer was indebted (the “Credit Facility Convertible Debenture”). The Credit Facility Convertible Debenture is convertible into units of the Issuer consisting of one common share and one transferable common share warrant of the Issuer at a conversion price of \$0.05 per unit, with a term ending on September 16, 2018. The Credit Facility Convertible Debenture can be converted in all or in part at the discretion of the acquiror or his nominee.**

- 2.3 State the names of any joint actors.

**N/A.**

### **Item 3 – Interest in Securities of the Reporting Issuer**

- 3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file this report and the change in the acquiror’s securityholding percentage in the class of securities.

**The acquiror acquired 3,500,000 common shares of the Issuer. The Issuer has 11,913,200 common shares issued and outstanding as of the date of this document. The acquiror’s percentage of the shares in the Issuer increased from 0% to 29%.**

**If all of the acquiror’s convertible securities were converted into common shares of the Issuer, the acquiror would control 20,100,000 (60%) common shares of a total of 33,713,200 fully diluted common shares.**

- 3.2 State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file this report.

**The acquiror acquired ownership of the securities of the Issuer that triggered the requirement to file this report.**

- 3.3 If the transaction involved a securities lending arrangement, state that fact.

**N/A.**

- 3.4 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.

**The acquiror owned 0 (0%) of the common shares of the Issuer before December 9, 2016, and owns 3,500,000 (29%) of the common shares of the Issuer after December 9, 2016.**

**If all of the acquiror's convertible securities were converted into common shares of the Issuer, the acquiror would control 20,100,000 (60%) common shares of a total of 33,713,200 fully diluted common shares.**

- 3.5 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which

- (a) the acquiror, either alone or together with any joint actors, has ownership and control,

**The acquiror alone owns and has control over 3,500,000 (29%) common shares of the Issuer.**

**If all of the acquiror's convertible securities were converted into common shares of the Issuer, the acquiror would control 20,100,000 (60%) common shares of the Issuer of a total of 33,713,200 fully diluted common shares.**

- (b) the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and

**N/A.**

- (c) the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.

**N/A.**

- 3.6 If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.

**N/A.**

- 3.7 If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the

arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.

N/A.

State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.

N/A.

- 3.8 If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.

N/A.

#### **Item 4 – Consideration Paid**

- 4.1 State the value, in Canadian dollars, of any consideration paid or received per security and in total.

**The acquiror vended the FFE Equipment with a market value of \$400,000 to the Issuer in return for 2,000,000 common shares of the Issuer and the FFE Equipment Convertible Debenture. The 2,000,000 common shares had a deemed price per share of \$0.05 for a total value of \$100,000. The FFE Equipment Convertible Debenture has a principal amount of \$300,000 and represents the remainder of the consideration received by the acquiror in exchange for vending the FFE Equipment to the Issuer.**

**The acquiror vended the Poultry Patent with a market value of \$75,000 to the Issuer in return for 1,500,000 common shares of the Issuer. The 1,500,000 common shares had a deemed price per share of \$0.05 for a total value of \$75,000.**

**The acquiror agreed to accept the Credit Facility Convertible Debenture as full resettlement of a credit facility in which the Issuer was indebted to the acquiror. The \$115,000 amount of the Credit Facility Convertible Debenture was determined by the amount owed to the acquiror by the Issuer in respect of the credit facility.**

- 4.2 In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.

**The acquiror vended the FFE Equipment with a market value of \$400,000 to the Issuer in return for 2,000,000 common shares of the Issuer and the**

**FFE Equipment Convertible Debenture.** The 2,000,000 common shares had a deemed price per share of \$0.05 for a total value of \$100,000. The FFE Equipment Convertible Debenture amount of \$300,000 represents the remainder of the consideration received by the acquiror in exchange for vending the FFE Equipment to the Issuer.

**The acquiror vended the Poultry Patent with a market value of \$75,000 to the Issuer in return for 1,500,000 common shares of the Issuer. The 1,500,000 common shares had a deemed price per share of \$0.05 for a total value of \$75,000.**

**The acquiror agreed to accept the Credit Facility Convertible Debenture as full resettlement of a credit facility in which the Issuer was indebted to the acquiror. The \$115,000 amount of the Credit Facility Convertible Debenture was determined by the amount owed to the acquiror by the Issuer in respect of the credit facility.**

- 4.3 If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.

**The securities were acquired by way of a purchase agreement concerning the FFE Equipment, a patent assignment agreement concerning the Poultry Patent, the FFE Equipment Convertible Debenture and the Credit Facility Convertible Debenture.**

#### **Item 5 – Purpose of the Transaction**

State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:

- (a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;

**The securities are being acquired for investment purposes. The acquiror may, depending on market and other conditions, increase or decrease his beneficial ownership of or control or direction over the Issuer's securities, whether in the open market, by privately negotiated agreements or otherwise, subject to a number of factors, including general market conditions and other available investment and business opportunities.**

- (b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;

**N/A.**

- (c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;

N/A.

- (d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;

N/A.

- (e) a material change in the present capitalization or dividend policy of the reporting issuer;

N/A.

- (f) a material change in the reporting issuer's business or corporate structure;

N/A.

- (g) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;

N/A.

- (h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;

N/A.

- (i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;

N/A.

- (j) a solicitation of proxies from securityholders;

N/A.

- (k) an action similar to any of those enumerated above.

N/A.

#### **Item 6 – Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer**

Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or

investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

N/A.

#### **Item 7 – Change in Material Fact**

If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.

N/A.

#### **Item 8 – Exemption**

If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.

N/A.

#### **Item 9 – Certification**

The acquiror must certify that the information in this report is true and complete in every respect. In the case of an agent, the certification is based on the agent's best knowledge, information and belief but the acquiror is still responsible for ensuring that the information filed by the agent is true and complete.

This report must be signed by each person on whose behalf the report is filed or his or her authorized representative.

It is an offence to submit information that, in a material respect and at the time and in the light of the circumstances in which it is submitted, is misleading or untrue.

#### **Certificate**

The certificate must state the following:

I, as the acquiror, certify, or I, as the agent filing this report on behalf of an acquiror, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

Date: January 6, 2017

*"Mike Withrow"*

MIKE WITHROW