



AREV NUTRITION SCIENCES INC.  
Unit 2 - 9049 Shaughnessy Street  
Vancouver BC V6P 6R9 Canada  
stephane@arevnutrition.com

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## AREV NUTRITION SCIENCES INC. PRESS RELEASE

### AREV NUTRITION SCIENCES INC. ENTERS A BINDING LOI

**Vancouver, British Columbia, October 31, 2017** – AREV Nutrition Sciences Inc. ("AREV" or the "Company") (CNSX - ARV), is pleased to announce that they have entered into two letters of intent ("LOI") to acquire 100% of the issued and outstanding shares of Verified Plant Genetics and a property in Parksville, BC.

The Companies are working with their legal councils to prepare Definitive Share Purchase and sale agreement (the "**Definitive Agreement**") which upon execution shall supersede and replace the Letters of Intent.

#### **36-acre Lab and proposed Education & Training Centre**

On closing of the Definitive Agreement, AREV will acquire 100% legal and beneficial ownership of all of the issued and outstanding shares of Verified Plant Genetics and its subsidiaries: collectively, MJ Laboratories Ltd. and Dr. M Naturals Ltd., each a company duly incorporated under the laws of the Province of British Columbia.

AREV will purchase all of the issued and outstanding Verified Plant Genetics Shares from the Shareholders, a total of 6,022,537 Issued and Outstanding, in exchange for AREV Shares on the basis of one (1) AREV Share for every two and one-half (2.5) Verified Plant Genetics Shares held by each Shareholder. In addition, all Verified Plant Genetics Warrants, 3,572,357 total issued warrants, will be cancelled and in consideration therefor AREV will issue to the Warrant holders AREV Warrants totalling 1,428,942, having such terms to be set out in the Definitive Agreement.

On execution of the Definitive Agreement, AREV would acquire the following 36-acre as a Lab and proposed education and training centre:

**A 36.5 Acre Mainland property owned by MJ Laboratories Ltd., described as:** PID: 007-772-548, Lot 2 Sec 14 TP 22 RGE 11 W6M KDYD Plan 20627 Except (i) Part lying south of Road (2) Plan 27109

Including all present and future fixtures and appurtenances affixed and attached thereto, including without limitation, one (1) residence, one (1) Quonset structure and three (3) new advanced yurt structures.

#### **6.32 acre Plant Science Centre**

Additionally on a separate agreement AREV will acquire the following 6-acre plant sciences centre in Errington, BC for payment in shares.

**A 6.32 Acre Island property to be owned prior to Closing by Verified Plant Genetics, described as:** PID: 000-157-970, Lot 10 Block 419 Plan VIP32536 Land District 33

Including a 2000 sq foot school type portable structure, 600 amp Service and the foundation to a separate 2000 sq foot drying rooms, processing area and safe.

The purchase price for the plant sciences centre in Errington, BC will be \$291,000 plus expenditures that will be provided prior to the definitive agreement being signed and will be payable in common shares of the Company at the market price on the day prior to the signing of the Definitive Agreement. The common shares shall be subject to a 4-month hold period pursuant to the Securities Act (British Columbia). The purchase price shall be paid at the date of signing of the Definitive Agreement (the “**Closing Date**”). The parties agree that \$150,000 of the purchase price will be secured by a registered mortgage against the property to the sole benefit of the vendor.

The Company has further agreed to pay a Finder’s Fee of up to 10% in common shares of the Company, in compliance with the securities regulations, to an arm’s length party for the introduction to the Seller.

“These acquisitions enable AREV to implement our business strategy to secure specific and custom plant genetics to be used in our medicinal and wellness products we have formulated for areas of targeted health.” Mr. Maher went on to say “these properties are attractive assets for partnerships with Licensed Producers we are in discussions with.”

The Acquisitions will be subject to the CSE policies, which may include CSE and shareholder approval, which will be contingent on satisfaction of a number of regulatory requirements and due diligence being conducted by the Company prior to the Definitive Agreement being executed.

This transaction is considered a related party transaction within the meaning of Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”) in that AREV and Verified Plant Sciences Inc. have one common director. The Company is relying on the exemptions from the valuation and minority shareholder approval requirements of MI 61-101 contained in Sections 5.5(a)/(b) and 5.7(a), respectively, of MI 61-101. No new insiders and no control persons are expected to be created in connection with this transaction.

For further information, contact Stephane Maher, CEO at [stephane@arevnutrition.com](mailto:stephane@arevnutrition.com).

On behalf of the Board,

Stephane Maher  
Chief Executive Officer & Director

**About AREV Nutrition Sciences Inc.**

AREV Nutrition Sciences Inc. (“AREV”), produces and delivers functional ingredients from its world-class extraction system. AREV is revolutionizing the current delivery method of coconut oil, whey protein and nutrients through emulsification. These premium ingredients and products are targeted for the natural health, medical, functional food, nutraceutical, sport nutrition and bioceutical markets. AREV is also working with Pharmacy and Dispensary operators with an innovative emulsified base formula to disperse Cannabis oil extracts from specific selected genetic Cannabis strains that address 5 areas of health including Anxiety, Pain management, Insomnia, Central Nervous System Disorders and Sexuality.

***NEITHER THE CANADIAN SECURITIES EXCHANGE NOR ITS REGULATIONS SERVICES PROVIDER HAVE REVIEWED OR ACCEPT RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THIS RELEASE.***

**FORWARD LOOKING INFORMATION**

Neither the Canadian Securities Exchange nor its Regulation Services Provider (as that term is defined in policies of the CSE) accepts responsibility for the adequacy or accuracy of this release. This news release may include forward-looking statements that are subject to risks and uncertainties. All statements within, other than statements of historical fact, are to be considered forward looking. Although the Company believes the expectations expressed in such forward looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those in forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements include market prices, exploitation and exploration successes, continued availability of capital and financing, and general economic, market or business conditions. There can be no assurances that such statements will prove accurate and, therefore, readers are advised to rely on their own evaluation of such uncertainties. We do not assume any obligation to update any forward-looking statements except as required under the applicable laws. This press release contains forward-looking statements. The use of any of the words "anticipate", "continue", "estimate", "expect", "may", "will", "project", "should", "believe" and similar expressions are intended to identify forward-looking statements. Although the Company believes that the expectations and assumptions on which the forward-looking statements are based are reasonable, undue reliance should not be placed on the forward-looking statements because the Company can give no assurance that they will prove to be correct. Since forward-looking statements address future events and conditions, by their very nature they involve inherent risks and uncertainties. These statements speak only as of the date of this press release. Actual results could differ materially from those currently anticipated due to a number of factors and risks various risk factors discussed in the Company's Management's Discussion and Analysis under the Company's profile on [www.sedar.com](http://www.sedar.com).