

# AREV NUTRITION SCIENCES INC. PRESS RELEASE

## AREV NUTRITION SCIENCES INC. ANNOUNCES A REVERSE TAKEOVER TRANSACTION WITH WE GROW BC LTD.

**Vancouver, British Columbia, January 17, 2018** – AREV Nutrition Sciences Inc. ("AREV" or the "Company") (**CSE - AREV**), is pleased to announce a binding agreement (the "Acquisition Agreement") to acquire 100% of the issued and outstanding shares of We Grow BC Ltd. ("WGBC").

WGBC is a private company strategically located in Creston British Columbia in the heart of the Kootenay's, where BC grown marijuana originated, and holds a Cultivation License pursuant to the Access to Cannabis for Medical Purposes Regulations under Health Canada. The Company has scalable production facilities currently consisting of 100 acres of land with 100,000 square feet of indoor space of which 24,000 has been retrofitted for Phase 1 Cultivation.

The Acquisition Agreement provides for each shareholder of WGBC to receive 90,909 shares of AREV in exchange for each share of WGBC based on a \$50,000,000 valuation of WGBC. It is anticipated a total of 100,000,000 AREV shares will be issued at a deemed price of \$0.50 per AREV Share pursuant to the agreement.

AREV's intention is to enter into an amalgamation by plan of arrangement where the amalgamation shall take place between a wholly owned subsidiary of AREV and WGBC.

AREV intends to call a Special Annual General meeting in order to approve the transaction and to affix its board of directors to 7 members of which 4 will be designated by WGBC.

The deemed aggregate value of \$50,000,000 (\$50 million) attributable to such 100,000,000 AREV shares shall be supported by a valuation of WGBC. Also, it is understood that the AREV shares to be issued by AREV to the WGBC Shareholders may be subject to certain resale restrictions including escrow requirements under applicable securities law and policies of the Canadian Securities Exchange (the "CSE").

Both companies will have 5 business days from the date of execution of the Acquisition Agreement to provide the other party complete and commercially reasonable requests for due diligence.

The proposed acquisition of WGBC constitutes a fundamental change under the policies of the "CSE". and shall be subject to shareholder and CSE approval. Accordingly, trading of AREV shares has been halted pending acceptance of the Acquisition Agreement by the CSE and the acceptance and posting of regulatory filings in connection with the Acquisition Agreement under the Company's CSE profile.

"We believe this to be the perfect synergy between both companies, with AREV having the extraction technology and finished products and We Grow's current 24,000 square feet grow facility and up to 100 acre cultivation abilities in the Kootenays," stated Mike Withrow, AREV Chairman.

Further to the Company's news release of October 31, 2017, the Company announces that it will not be proceeding with the letter of intent to acquire Verified Plant Genetics and a certain property in Parksville, British Columbia. The Company will revisit this transaction in the future.

For further information, contact Stephane Maher, CEO at stephane@arevnutrition.com.

On behalf of the Board,

Mike Withrow, Chairman.

#### **About AREV Nutrition Sciences Inc.**

AREV Nutrition Sciences Inc. ("AREV") produces and delivers functional ingredients from its world-class extraction systems. 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 & Libido.

### 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 forwardlooking 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.