

**Form 51-102F3
Material Change Report**

1. Name and Address of Company

AREV Nutrition Sciences Inc. (the “Company”)
Unit 2 – 9049 Shaughnessy Street
Vancouver, British Columbia V6P 6R9

2. Date of Material Change

January 15, 2018

3. News Release

A news release was issued on January 17, 2018 and disseminated through Canada Stockwatch, Market News and FSC Wire.

4. Summary of Material Change

AREV Nutrition Sciences Inc. announces a reverse takeover transaction with We Grow BC Ltd.

5. Full Description of Material Change

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.

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

Not applicable

7. Omitted Information

Not applicable

8. Executive Officer

Stephane Maher
Chief Executive Officer
Tel: (604) 868-5013

9. Date of Report

March 5, 2018