



## AREV NUTRITION SCIENCES INC. PRESS RELEASE

### AREV NUTRITION SCIENCES INC. ANNOUNCES ASSET PURCHASE AGREEMENT COMPLETED TO ACQUIRE BC BUD DEPOT ASSETS

**Vancouver, British Columbia, September 7, 2018** – AREV Nutrition Sciences Inc. ("AREV" or the "Company") (CSE - AREV), is pleased to announce it has completed the previously announced asset purchase and sale agreement (the "Acquisition Agreement") dated July 3, 2018 with Matthew Harvey carrying on business under the branding "BC Bud Depot" ("BCBD"), and received CSE approval, to acquire 100% of the assets under the BCBD brand in consideration for issuance of 9,500,000 common shares of the Company at a deemed price of \$0.50 per share and \$500,000, of which \$50,000 is payable in cash and \$450,000 is payable by way of a convertible debenture (the "Convertible Debenture") issued by the Company accruing interest at 8% per annum, for an aggregate value of \$5,250,000. The outstanding principal amount and outstanding accruing interest of the Convertible Debenture shall be convertible into common shares of the Company at the price of \$0.50 per common share.

The BCBD assets comprises breeding methodologies for new cannabis strains available for license to licensed producers for replication and further processing activities and capabilities and technologies for the development of further breeding methodologies. The BCBD assets have a large collection of breeding methodologies developed over many years in the creation of a variety of marijuana strains. BCBD specializes in launching new strains, generating initial interest and demand, and market testing based on public perception over time.

BCBD holds one of the world's largest seed banks and has won over 40 awards over the past 14 years since becoming the first Canadian company in history to win as Top Strain at international competition, in 2004 with BC God Bud.

BC Bud Depot has won many awards in recent years and is recognized as an industry leader in the pursuit of the perfection of the cannabis gene pool. BC Bud Depot constantly strives in refining selection and breeding processes to produce the best marijuana seeds that bring you the very strongest smoke and most powerful flavor. Here is what our award cabinet holds so far:

| Year | Event                            | Award                  | Strain             |
|------|----------------------------------|------------------------|--------------------|
| 2018 | Kootenay Cannabis Cup            | #1 Overall Cup         | Sweet God          |
| 2017 | Canadian Cannabis Awards         | #3 Sativa Cup          | Blue Dream         |
| 2016 | Bio Cup Canada                   | #1 PG Indica Cup       | Shiatsu Kush       |
| 2016 | Bio Cup Canada                   | #1 CBD Concentrate Cup | Texada Timewarp    |
| 2015 | Top 10 Strains of the Year       | Top Strain             | Night Nurse        |
| 2015 | Kush Cup                         | #1 Overall Cup         | BC Blueberry       |
| 2015 | Bio Cannabis Cup                 | #1 Indica Cup          | God's Gift         |
| 2014 | HighTimes Cannabis Cup           | #3 Hybrid Cup          | Night Nurse        |
| 2014 | Top 10 Strains of the Year       | Top Strain             | CBD God            |
| 2014 | Bio Cannabis Cup                 | #3 Indica Cup          | Harmony            |
| 2014 | Cali Cup                         | #1 Concentrate Cup     | BC Blueberry       |
| 2013 | Top 10 Strains of the Year       | Top Strain             | Chem Fire          |
| 2013 | Uruguay Cannabis Cup             | #1 International Cup   | Chem Fire          |
| 2013 | Los Angeles Medical Cannabis Cup | #1 Hybrid Cup          | Girl Scout Cookies |
| 2012 | Top 10 Strains of the Year       | Top Strain             | Shiatsu Kush       |
| 2012 | Treating Yourself Medical Cup    | #3 Sativa Cup          | Sweet Island Skunk |
| 2011 | Top 10 Strains of the Year       | Top Strain             | The Big            |

| Year | Event                               | Award          | Strain          |
|------|-------------------------------------|----------------|-----------------|
| 2011 | Prairie Medicinal Harvest Cup       | #1 Overall Cup | BC God Bud      |
| 2011 | Treating Yourself Medical Cup       | #2 Overall Cup | BC Blueberry    |
| 2010 | Top 10 Strains of the Year          | Top Strain     | Texada Timewarp |
| 2010 | Top 10 Canadian Strains of All Time | Top Strain     | The Purps       |
| 2010 | Top 10 Canadian Strains of All Time | Top Strain     | BC God Bud      |
| 2009 | HighTimes Cannabis Cup              | #3 Sativa Cup  | The Purps       |
| 2009 | Top 10 Strains of the Year          | Top Strain     | BC Mango        |
| 2009 | Seed Bank Hall of Fame Induction    | Hall Of Fame   | BC Bud Depot    |
| 2008 | Top 10 Strains of the Year          | Top Strain     | The Black       |
| 2008 | Barcelona Spannabis Cup             | Spannabis Cup  | The Black       |
| 2007 | HighTimes Cannabis Cup              | #3 Sativa Cup  | The Purps       |
| 2007 | Top 10 Strains of the Year          | Top Strain     | The Purps       |
| 2006 | Top 10 Strains of the Year          | Top Strain     | BC Sweet God    |
| 2006 | Toronto Cannabis Cup                | #2 Overall Cup | BC Sweet God    |
| 2005 | Top 10 Strains of the Year          | Top Strain     | BC God Bud      |
| 2005 | Battle of the Bridges Cup           | #1 Overall Cup | BC God Bud      |
| 2005 | ICMag 420 Hash Cup                  | #2 Hash Cup    | BC God Bud      |
| 2004 | HighTimes Cannabis Cup              | #1 Indica Cup  | BC God Bud      |

BCBD has held the inside cover of High Times Magazine for the past ten years and remains among the most recognized names in cannabis genetics and breeding.

If all of Matthew Harvey's convertible securities were converted into common shares of the Company, Matthew Harvey would control 9,900,000 common shares (21.4%) of a total of 46,234,200 fully diluted common shares of the Company.

AREV is pleased to announce that BC Bud Depot has won first place for best marijuana strain with BC Sweet God, at the Kootenay Cannabis Cup on August 25<sup>th</sup> in Cranbrook, BC. The championship win marks the 35<sup>th</sup> major award for BC Bud Depot since their inaugural first place finish in world competition in the Netherlands in 2004, with BC God Bud, now Canada's most award-winning strain of all time. Other notable wins include a first place Bio Cannabis Cup in Spain for the Gods Gift strain in 2015, a first place Concentrate Cup for the BC Blueberry strain in California in 2014, and another first place for the Girl Scout Cookies strain at the Medical Cannabis Cup in Los Angeles. BC Bud Depot was inducted into the Seed Bank Hall of Fame by High Times Magazine in 2009. The Kootenay Cannabis Cup marked the third major award for the BC Sweet God strain.

"Events like the Kootenay Cannabis Cup bring recognition to the hard work of the many botanical innovators whose marijuana strains drive the industry," stated Matthew Harvey, BC Bud Depot (BCBD) founder. "The quality of craft cannabis at the Kootenay event was so competitive that this award could have gone to any number of entrants."

As reported on July 12<sup>th</sup>, 2018, AREV Nutrition Sciences Inc. recently purchased 100% of all assets under the BCBD brand, including existing and future strains. BCBD intends to licence genetics within the Canadian industry, and will directly supply genetic material to licensed producers owned by AREV. As reported August 22<sup>nd</sup>, AREV will acquire Seventails Cultivation, a Health Canada applicant at the ready-to-inspect stage for a 20,000 square-foot processing and cultivation facility. Laboratory-assisted breeding operations are to be conducted on an acreage owned by AREV in Sorrento, BC.

AREV chairman Mike Withrow stated "It is tremendously rewarding to witness the evolution of BC Bud Depot as a company, maintaining a position atop the industry as Canada's preeminent breeding house, and one of the top few in the world. And in addition to the genetics they breed, the finished quality of the winning marijuana is a testament to the world-class talent of BCBD cultivators. This is the pool of talent available to us for the production of high-end cannabis."

Withrow added, “We anticipate greater price spreads for premium, elite cannabis in years to come, as regulated markets build trust in the supply chain. For us, product quality begins at the genomic level, with the award-winning genetics from BC Bud Depot.”

Kootenay organizer Tamara Cartwright reports that the Kootenay Cannabis Cup was a complete success, featuring performers, competition and a product expo. She intends to host competitors at the second annual edition of the event in Cranbrook again next year.

**Seek safe harbor and forward looking statements.**

For further information, contact Mike Withrow, mike.withrow.vn@gmail.com.

On behalf of the Board,

Mike Withrow  
Chairman & Director

**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 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).

*Required Disclosure under the Early Warning Requirements*

State if this report is filed to amend information disclosed in an earlier report. Indicate the date of the report that is being amended.

**September 7, 2018**

**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.

**AREV Nutrition Sciences Inc. (the “Issuer”)  
440 – 890 W. Pender St.  
Vancouver, B.C. V6C 1J9**

- 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.

**Pursuant to a private asset acquisition, the Issuer issued from treasury 9,000,000 common shares and a \$450,000 secured convertible debenture accruing interest at 8% per annum, where the outstanding principal amount of \$450,000 is convertible into common shares of the Issuer at the price of \$0.50 per common share.**

**Item 2 – Identity of the Acquiror**

- 2.1 State the name and address of the acquiror.

**Matthew Harvey (the “Securityholder”)  
888 West 48<sup>th</sup> Avenue  
Vancouver, B.C. V5Z 2R9**

- 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.

**Pursuant to an asset purchase and sale agreement dated July 3, 2018 that completed on September 4, 2018, the Issuer issued from treasury 9,000,000 common shares at a deemed price of \$0.50 per common share representing 19.9% of the 45,334,200 shares issued and outstanding after such issuance and a \$450,000 secured convertible debenture accruing interest at 8% per annum, where the outstanding principal amount of \$450,000 is convertible into common shares of the Issuer at the price of \$0.50 per common share (the “Convertible Debenture Shares”), representing 21.4% of the 46,234,200 shares issued and outstanding after such issuance of the Convertible Debenture Shares (the “Transaction”).**

- 2.3 State the names of any joint actors.

**Not applicable.**

*INSTRUCTION*

*If the acquiror is a corporation, general partnership, limited partnership, syndicate or other group of persons, provide its name, the address of its head office, its jurisdiction of incorporation or organization,*

*and its principal business.*

### **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 Issuer has 45,334,200 common shares issued and outstanding. The Securityholder acquired 9,000,000 common shares, or 19.9% of the Issuer's issued and outstanding common shares and a \$450,000 secured convertible debenture accruing interest at 8% per annum, where the outstanding principal amount of \$450,000 is convertible into common shares of the Issuer at the price of \$0.50 per common share, representing 21.4% of the 46,234,200 shares issued and outstanding after such issuance of the Convertible Debenture 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 Securityholder acquired 9,000,000 common shares or 19.9% of the Issuer's issued and outstanding common shares. No other common shares are held by the Securityholder or jointly with any other individual or company.**

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

**Not applicable.**

- 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 Securityholder did not own any common shares before the Transaction and acquired 9,000,000 common shares or 19.9% of the Issuer's issued and outstanding common shares after the Transaction on September 4, 2018, and may acquire a further 900,000 Convertible Debenture Shares, representing 21.4% of the 46,234,200 shares issued and outstanding after such issuance of the Convertible Debenture Shares pursuant to the conversion of a \$450,000 secured convertible debenture.**

- 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 Securityholder acquired 9,000,000 common shares or 19.9% of the Issuer's issued and outstanding common shares after the Transaction on September 4, 2018, and may acquire a further 900,000 Convertible Debenture Shares, representing 21.4% of the 46,234,200 shares issued and outstanding after such issuance of the Convertible Debenture Shares pursuant to the conversion of a \$450,000 secured convertible debenture.**

- (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

**Not applicable.**

- (c) the acquiror, either alone or together with any joint actors, has exclusive or shared control but does

not have ownership.

**Not applicable.**

- 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.

**The Securityholder acquired secured convertible debenture for \$450,000 convertible on or before September 4, 2019 into one common share of the Issuer at \$0.50 per common share with an accruing interest at 8% per annum.**

- 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.

**The Securityholder acquired secured convertible debenture for \$450,000 convertible on or before September 4, 2019 into one common share of the Issuer at \$0.50 per common share with an accruing interest at 8% per annum.**

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

**Not applicable**

- 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.

**Not applicable**

#### *INSTRUCTIONS*

(i) "Related financial instrument" has the meaning ascribed to that term in NI 55-104. Item 3.6 encompasses disclosure of agreements, arrangements or understandings where the economic interest related to a security beneficially owned or controlled has been altered.

(ii) For the purposes of Items 3.6, 3.7 and 3.8, a material term of an agreement, arrangement or understanding does not include the identity of the counterparty or proprietary or commercially sensitive information.

(iii) For the purposes of Item 3.8, any agreements, arrangements or understandings that have been disclosed under other items in this Form do not have to be disclosed under this item.

#### **Item 4 – Consideration Paid**

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

**\$0.50 per common share and \$4,950,000 as the aggregate deemed value of the 9,000,000 common shares and \$450,000 convertible debenture.**

- 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.

**Not applicable.**

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

**Not applicable.**

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

#### **Purchase of assets by the Issuer.**

- (c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;
- (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;
- (e) a material change in the present capitalization or dividend policy of the reporting issuer;
- (f) a material change in the reporting issuer's business or corporate structure;
- (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;
- (h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;
- (i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada; (j) a solicitation of proxies from securityholders;
- (k) an action similar to any of those enumerated above.

#### **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.

**Not applicable.**

#### *INSTRUCTIONS*

*(i) Agreements, arrangements or understandings that are described under Item 3 do not have to be disclosed under this item.*

*(ii) For the purposes of Item 6, the description of any agreements, arrangements, commitments or understandings does not include naming the persons with whom those agreements, arrangements, commitments or understandings have been entered into, or proprietary or commercially sensitive information.*

#### **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.

**Not applicable**

#### **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.

**Not applicable**

#### **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.

**DATED** 7<sup>th</sup> day of September, 2018

“Matthew Harvey”

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**MATTHEW HARVEY**