



AREV Life Sciences

**AREV LIFE SCIENCES GLOBAL CORP. (FORMERLY
AREV NANOTEC BRANDS INC.)
CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

For the nine months ended September 30, 2022

(Expressed in Canadian dollars)

NOTICE OF NO AUDITOR REVIEW OF CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

Under National Instrument 51-102, Part 4, subsection 4.3(3) (a), if an auditor has not performed a review of the condensed consolidated interim financial statements; they must be accompanied by a notice indicating that the condensed consolidated interim financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed consolidated interim financial statements of the Company have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these condensed consolidated interim financial statements in accordance with standards established by the Canadian Institute of Chartered Professional Accountants for a review of interim financial statements by an entity's auditor

AREV LIFE SCIENCES GLOBAL CORP. (FORMERLY AREV NANOTEC BRANDS INC.)

Condensed Consolidated Interim Statements of Financial Position

As at

(Expressed in Canadian dollars)

	Note	September 30, 2022	December 31, 2021
ASSETS		\$	\$
Current			
Cash		15,172	158,313
Amounts receivable	5, 11, 13	50,695	128,982
Inventory	9, 19	19,973	19,973
Prepaid expenses		47,897	30,870
Total Current Assets		133,737	338,138
Non-Current			
Property and equipment	7	215,152	236,944
Right of use asset	8, 16	11,871	47,486
Investment	6	1	1
Total Assets		\$360,761	\$622,569
LIABILITIES			
Current			
Accounts payable and accrued interest	10, 11, 12, 13	1,099,723	585,894
Due to related parties	6, 13	54,436	54,436
Lease liability	8	13,479	52,339
Loan payable	12, 13	14,000	-
Convertible debenture	11, 13	23,408	23,408
Total Current Liabilities		1,205,046	716,077
Total Liabilities		1,205,046	716,077
SHAREHOLDERS' DEFICIENCY			
Share capital	14	13,608,581	13,153,671
Shares issuable		5,100	155,100
Share subscriptions receivable		(5,600)	(5,600)
Equity portion of convertible debt	11	4,841	4,841
Share-based payment reserve	14	2,811,213	2,688,674
Warrant reserve	14	358,807	13,400
Accumulated other comprehensive income		223	168
Deficit		(17,627,450)	(16,103,762)
Total Shareholders' Deficiency		(844,285)	(93,508)
Total Liabilities and Shareholders' Deficit		\$360,761	\$622,569

Nature of operations and going concern (Note 1)

Commitments and contingencies (Note 16)

Subsequent events (Note 20)

Approved on behalf of the Board of Directors on November 23, 2022:

"Mike Withrow"

Director

"Denby Greenslade"

Director

The accompanying notes are an integral part of the condensed consolidated interim financial statements

AREV LIFE SCIENCES GLOBAL CORP. (FORMERLY AREV NANOTEC BRANDS INC.)

Condensed Consolidated Interim Statements of Loss and Comprehensive Loss

For the three and nine months ended September 30, 2022 and 2021

(Expressed in Canadian dollars, except number of shares)

	Note	Three months ended		Nine months ended	
		September 30, 2022	September 30, 2021	September 30, 2022	September 30, 2021
Revenue	6, 13	\$23,089	\$26,483	\$41,904	\$113,011
Operating Expenses					
Advertising and marketing		37,946	5,382	241,737	256,219
Amortization and depreciation	7, 8	32,481	37,066	96,764	110,894
Licensing fees	14	-	-	-	49,590
Consulting and management fees	13	109,066	123,592	430,339	432,651
Office and administration	13	22,119	23,804	143,308	45,202
Professional fees	13	9,618	15,876	102,867	111,766
Property expenses		-	3,329	330	8,251
Rent and utilities		7,402	5,757	27,321	18,518
Research and development		5,240	11,167	77,459	164,399
Share-based payments	13, 14	13,637	-	391,096	332,337
Transfer agent and regulatory fees		5,387	4,005	17,389	24,592
Travel and accommodation		-	-	11,145	3,278
Total Operating Expenses		242,896	229,978	1,539,755	1,557,697
Loss Before Other Expenses		(219,807)	(203,495)	(1,497,851)	(1,444,686)
Other Income (Expenses)					
Forgiveness of debt	13	-	(21,947)	-	(21,947)
Gain (Loss) on settlement of debt	12,13,14	-	16,599	(19,453)	16,629
Impairment of inventory		-	-	-	(4,629)
Foreign Exchange		(1,451)	-	(1,451)	(368)
Interest expense	8,11,12	(3,543)	(11,071)	(4,933)	(36,929)
Total Other Income (Expenses)		(4,994)	(16,419)	(25,837)	(47,244)
Net Loss		(240,650)	(219,914)	(1,523,688)	(1,491,930)
Other Comprehensive Income (Loss)					
Unrealized gain (loss) on foreign currency translation		12	(29)	55	(3)
Total Comprehensive Loss		\$(240,638)	\$(219,943)	\$(1,523,633)	\$(1,491,933)
Loss per share:					
Basic and diluted		\$(0.01)	\$(0.01)	\$(0.05)	\$(0.06)
Weighted average shares outstanding		30,565,548	25,433,807	29,595,580	24,008,410

The accompanying notes are an integral part of the condensed consolidated interim financial statements

AREV LIFE SCIENCES GLOBAL CORP. (FORMERLY AREV NANOTEC BRANDS INC.)

Condensed Consolidated Interim Statements of Changes in Shareholders' Deficiency

For the nine months ended September 30, 2022

(Expressed in Canadian Dollars, except number of shares)

	Share capital		Share Subscription Receivable	Shares Issuable	Equity Portion of Convertible Debentures	Share-based Payment Reserve	Warrant Reserve	Accumulated Other Comprehensive Income	Deficit	Total
	Common shares	Amount								
Balance at December 31, 2020	20,207,807	\$12,045,076	\$(12,500)	\$105,100	\$49,841	\$2,284,567	\$-	\$133	\$(15,133,451)	\$(641,234)
Shares issued for cash (Note 14)	3,660,000	751,700	-	(97,600)	-	-	13,300	-	-	667,400
Share for debt (Note 14)	20,000	4,900	-	-	-	-	100	-	-	5,000
Exercise of warrants (Note 14)	985,000	78,800	-	-	-	-	-	-	-	78,800
Exercise of options (Note 14)	300,000	102,300	-	-	-	(51,300)	-	-	-	51,000
Share-based payment (Note 14)	261,000	49,590	-	-	-	-	-	-	-	49,590
Share-based payment – stock options (Note 14)	-	-	-	-	-	332,337	-	-	-	332,337
Cash received from prior financing	-	-	4,500	-	-	-	-	-	-	4,500
Foreign currency translation gain	-	-	-	-	-	-	-	(3)	-	(3)
Net Loss	-	-	-	-	-	-	-	-	(1,489,930)	(1,489,930)
Balance at September 30, 2021	25,433,807	\$13,032,366	\$(8,000)	\$7,500	\$49,841	\$2,565,604	\$13,400	\$130	\$(16,603,381)	\$(883,517)
Balance at December 31, 2021	26,892,140	\$13,153,671	\$(5,600)	\$155,100	\$4,841	\$2,688,674	\$13,400	\$168	\$(16,103,762)	\$(93,508)
Exercise of warrants (Note 14)	3,375,001	340,000	-	(150,000)	-	-	-	-	-	190,000
Exercise of options (Note 14)	100,000	22,650	-	-	-	(10,650)	-	-	-	12,000
Share-based payment (Note 13, 14)	-	-	-	-	-	133,189	345,407	-	-	478,596
Shares for debt (Note 14)	595,222	92,260	-	-	-	-	-	-	-	92,260
Foreign currency translation	-	-	-	-	-	-	-	55	-	55
Net Loss	-	-	-	-	-	-	-	-	(1,523,688)	(1,523,688)
Balance at September 30, 2022	30,962,363	\$13,608,581	\$(5,600)	\$5,100	\$4,841	\$2,811,213	\$358,807	\$223	\$(17,627,450)	\$(844,285)

The accompanying notes are an integral part of the condensed consolidated interim financial statements

AREV LIFE SCIENCES GLOBAL CORP. (FORMERLY AREV NANOTEC BRANDS INC.)

Condensed Consolidated Interim Statements of Cash Flows
For the nine months ended September 30, 2022 and 2021
(Expressed in Canadian dollars)

	September 30, 2022	September 30, 2021
	\$	\$
Operating activities		
Net loss for the period	(1,523,688)	(1,491,930)
Adjustments for:		
Amortization and depreciation	96,765	110,894
Share-based payments	391,096	332,337
Finance interest	4,933	36,929
Impairment of inventory	-	4,629
Gain/Loss on settlement of debt	19,453	(16,629)
Shares issued for license	-	49,590
Forgiveness of debt	-	21,947
Changes in non-cash working capital		
Amounts receivable	78,287	(20,567)
Prepaid expenses and deposits	(17,027)	3,342
Accounts payable and accrued interest	671,319	75,122
Due to related parties	-	(478,759)
Net cash flows used in operating activities	(278,862)	(1,373,095)
Investing activities		
Purchase of property and equipment	(39,358)	(12,038)
Lease payments on right-of-use asset	(40,976)	(40,217)
Proceeds from assets held for sale	-	515,379
Net cash flows provided by (used in) investing activities	(80,334)	463,124
Financing activities		
Proceeds from issuance of common shares	-	667,400
Proceeds from exercise of warrants	190,000	51,000
Proceeds from exercise of options	12,000	78,800
Receipt (repayment) of loans	14,000	(162,970)
Funds received from prior financing	-	4,500
Net cash flows provided by financing activities	216,000	638,730
Effects of foreign exchange on rate changes on cash	55	1,018
Change in cash	(143,141)	(270,223)
Cash, beginning of year	158,313	297,626
Cash, end of year	\$15,172	\$27,403

Supplemental cash flow information (Note 15)

The accompanying notes are an integral part of the condensed consolidated interim financial statements

AREV LIFE SCIENCES GLOBAL CORP. (FORMERLY AREV NANOTEC BRANDS INC.)

Notes to the Condensed Consolidated Interim Financial Statements

For the nine month ended September 30, 2022

(Expressed in Canadian dollars – unless otherwise noted)

1. NATURE OF OPERATIONS AND GOING CONCERN

AREV Life Sciences Global Corp. (formerly AREV Nanotec Brands Inc.) (the “Company”) was incorporated under the Business Corporations Act (Alberta) on November 22, 2005. The Company is a fully integrated, early-stage life science discovery enterprise dedicated to delivering solutions to public healthcare metrics through innovations and successful collaborations in the life science industry. The Company’s strategy is dedicated to generating revenue by way of novel therapeutic approaches to human nutrition and malnutrition, pandemic diseases, and neglected chronic co-morbidities.

On November 30, 2021, the Company acquired Wright and Well Essentials Inc. based in Canada (Note 19). Wright and Well is a 100% owned subsidiary of the Company.

The registered address of the Company is Suite 440, 890 West Pender Street, Vancouver, BC, V6C 1J9. The principal place of business of the Company is 109 - 91 Golden Drive, Coquitlam, BC, V3K 6R2. The Company is listed on the Canadian Securities Exchange (“CSE”) under the symbol “AREV” and on October 9, 2019, the common shares were called for quotation on the OTCQB Market (“OTCQB”) under the symbol “AREVF”.

These condensed consolidated interim financial statements (the “financial statements”) have been prepared on a going concern basis, which assumes the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the normal course of business. As at September 30, 2022, the Company had a working capital deficit of \$1,071,309 and an accumulated deficit of \$17,627,450. The Company’s ability to continue as a going concern is dependent upon its ability to generate and maintain future profitable operations and/or obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due. Management is of the opinion that sufficient working capital will be obtained from external financing to meet the Company’s liabilities and commitments as they become due, although there is a risk that additional financing will not be available on a timely basis or on terms acceptable to the Company. These factors indicate the existence of a material uncertainty that may cast doubt on the ability of the Company to continue as a going concern.

The application of the going concern concept is dependent upon the Company’s ability to generate future profitable operations and receive continued financial support from its creditors and shareholders. These financial statements do not give effect to any adjustments that might be required should the Company be unable to continue as a going concern. These adjustments could be material.

In 2020, there was a global outbreak of coronavirus that has resulted in changes in global supply and demand of certain mineral and energy products. These changes, including a potential economic downturn and any potential resulting direct and indirect negative impact to the Company cannot be determined, but they could have a prospective material impact to the Company’s project exploration activities, cash flows and liquidity.

AREV LIFE SCIENCES GLOBAL CORP. (FORMERLY AREV NANOTEC BRANDS INC.)

Notes to the Condensed Consolidated Interim Financial Statements

For the nine month ended September 30, 2022

(Expressed in Canadian dollars – unless otherwise noted)

2. BASIS OF PRESENTATION

a) Statement of compliance

These condensed consolidated interim financial statements, including comparatives, have been prepared in accordance with International Accounting Standard 34 - Interim Financial Reporting, using accounting policies consistent with International Financial Reporting Standards (“IFRS”), as issued by the International Accounting Standards Board. IFRS includes International Accounting Standards (“IAS”) and interpretations issued by the IFRS Interpretations Committee (“IFRIC”). As such, these interim financial statements do not contain all the disclosures required by IFRS for annual financial statements and should be read in conjunction with the Company’s audited annual consolidated financial statements for the year ended December 31, 2021.

These condensed consolidated interim financial statements were approved and authorized for issuance by the Company’s Board of Directors on November 23, 2022.

b) Basis of measurement

These condensed consolidated interim financial statements have been prepared on a historical cost basis, except for those financial instruments which have been classified and measured at fair value. In addition, with the exception of cash flow information, these condensed consolidated interim financial statements have been prepared using the accrual method of accounting.

All amounts in these condensed consolidated interim financial statements are presented in Canadian dollars, the functional currency of the Company and its subsidiaries aside from Deutsche Medizinal whose functional currency is the Euro. The accounting policies set out below have been applied consistently.

c) Functional and presentation currency

Each entity within the Company has its results measured using the primary economic environment in which the entity operates. Judgment is necessary in assessing each entity’s functional currency. The Company considers the primary and secondary indicators as part of its decision-making process. The condensed consolidated interim financial statements are presented in Canadian dollars, which is also the functional currency of the Company and its subsidiaries aside from Deutsche Medizinal whose functional currency is the Euro.

d) Basis of consolidation

These condensed consolidated interim financial statements have been prepared on a consolidated basis and include the account of the Company and the following subsidiaries:

Entity	Registered	Holding
Deutsche Medizinal Cannabis UG (inactive)	Munich, Germany	100%
Bare Topicals Ltd.	British Columbia, Canada	100%
Wright and Well Essentials Inc.	British Columbia, Canada	100%
Phytomedicine Inc. (formerly 9377-0204 Quebec Inc.)	Quebec, Canada	100%

AREV LIFE SCIENCES GLOBAL CORP. (FORMERLY AREV NANOTEC BRANDS INC.)

Notes to the Condensed Consolidated Interim Financial Statements

For the nine month ended September 30, 2022

(Expressed in Canadian dollars – unless otherwise noted)

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accounting policies applied in these condensed consolidated interim financial statements are the same as those applied in the Company’s audited consolidated financial statements for the year ended December 31, 2021. The audited annual consolidated financial statements are available on SEDAR at www.sedar.com. These policies have been applied throughout the periods reported.

The preparation of condensed consolidated interim financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amount of assets and liabilities, the disclosure of contingent assets and liabilities as at the date of the condensed consolidated interim financial statements and the reported amount of revenues and expenses for the reporting period.

The main sources of estimation uncertainty and critical judgments by management applicable to these condensed consolidated interim financial statements are the same as those presented in the Company’s consolidated financial statements for the year ended December 31, 2021.

4. NEW ACCOUNTING STANDARDS AND RECENT PRONOUNCEMENTS

a) Recent accounting pronouncements

Certain other accounting pronouncements were issued but the Company anticipates that the application of these standards, amendments and interpretations in future periods will have no material impact on the results and financial position of the Company except for additional disclosures. The Company is assessing the impact of the new or revised IFRS standards on its financial position and financial performance.

5. AMOUNTS RECEIVABLE

	September 30, 2022	December 31, 2021
	\$	\$
GST receivable	47,291	25,310
Miscellaneous	3,404	103,672
	\$50,695	\$128,982

6. JOINT VENTURE

On June 18, 2020, the Company entered into a Joint Venture Agreement with Absolem Mushroom Extraction Inc. (“Absolem”). The goal of the joint venture is to develop a series of proprietary extraction procedures on a broad variety of fungi production what might be considered to be mushrooms of a “medicinal nature”.

Upon formation of the joint venture the Company will have a 50% interest in the joint venture in return for providing Absolem with use of the equipment and providing its expertise, knowledge, knowhow, research methods, scientific facilities, and personnel. Absolem contributed \$20,000 cash and issued 1,066,667 common shares of Absolem to the Company, valued at \$80,000, in addition to providing supplies of mushrooms for research purposes of the joint venture. The common shares of Absolem are subject to share resale restrictions (i) no sales prior to a date that is 4 months after the distribution date or the date that Absolem becomes a reporting issuer in Canada, and (ii) without Absolem’s consent the shares

AREV LIFE SCIENCES GLOBAL CORP. (FORMERLY AREV NANOTEC BRANDS INC.)**Notes to the Condensed Consolidated Interim Financial Statements****For the nine month ended September 30, 2022**

(Expressed in Canadian dollars – unless otherwise noted)

6. JOINT VENTURE (continued)

are released over a 36 month period following the listing of Absolem's securities on a Canadian stock exchange.

As at December 31, 2020, the 1,066,667 common shares issued to the Company have been impaired by \$79,999, to \$1 and there is a liability of \$100,00 related to the joint venture recorded in due to related parties.

As at September 30, 2022, the Joint Venture has not been formed and the Company completed its obligation to Absolem and during the year ended December 31, 2021 the Company recognized the liability of \$100,000 as revenue.

7. PROPERTY AND EQUIPMENT

	Equipment	Leasehold Improvements	Total
Cost	\$	\$	\$
Balance, December 31, 2020	490,602	3,200	493,802
Additions	12,038	-	12,038
Balance December 31, 2021	\$502,640	\$3,200	\$505,840
Additions	39,358	-	39,358
Balance September 30, 2022	\$541,998	\$3,200	\$545,198
Accumulated Depreciation	\$	\$	\$
Balance, December 31, 2020	166,729	3,200	169,929
Additions	98,967	-	98,967
Balance December 31, 2021	\$265,696	\$3,200	\$268,896
Additions	61,150	-	61,150
Balance September 30, 2022	\$326,846	\$3,200	\$330,046
Carrying Value			
As at December 31, 2021	\$236,944	\$-	\$236,944
As at September 30, 2022	\$215,152	\$-	\$215,152

AREV LIFE SCIENCES GLOBAL CORP. (FORMERLY AREV NANOTEC BRANDS INC.)**Notes to the Condensed Consolidated Interim Financial Statements****For the nine month ended September 30, 2022**

(Expressed in Canadian dollars – unless otherwise noted)

8. LEASES

The following tables summarize the difference between the operating lease commitment disclosed immediately preceding the date of recognition and the lease liability recognized in the consolidated statement of financial position:

Right of Use Asset	\$
Balance, December 31, 2020	94,971
Amortization	(47,485)
Balance, December 31, 2021	47,486
Amortization	(35,615)
Balance September 30, 2022	\$11,871
Lease Liability	\$
Balance, December 31, 2020	99,658
Lease payment	(53,583)
Lease interest	6,264
Balance, December 31, 2021	52,339
Lease payment	(40,976)
Lease interest	2,116
Balance September 30, 2022	\$13,479
	\$
Current portion	13,479
Long-term portion	-
Balance September 30, 2022	\$13,479

9. INVENTORY

As at the reporting dates inventory consists of the following:

	September 30, 2022	December 31, 2021
	\$	\$
Packaging	19,973	19,973
Work in progress	-	-
Finished goods	-	-
Total	\$19,973	\$19,973

10. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	September 30, 2022	December 31, 2021
	\$	\$
Trade payables	1,060,569	549,552
Accrued liabilities	25,000	25,000
Accrued interest payable	14,154	11,342
	\$1,099,723	\$585,894

AREV LIFE SCIENCES GLOBAL CORP. (FORMERLY AREV NANOTEC BRANDS INC.)

Notes to the Condensed Consolidated Interim Financial Statements

For the nine month ended September 30, 2022

(Expressed in Canadian dollars – unless otherwise noted)

11. CONVERTIBLE DEBENTURES

On July 3, 2018, the Company issued a \$450,000 convertible debenture related to the asset purchase and sale agreement with Matthew Harvey carrying on business under the branding “BC Bud Depot”. The debenture accrues interest at 8% per annum, was due on July 3, 2019, and is convertible into common shares of the Company at a price of \$3.00 per common share. On January 29, 2020, the Company filed a lawsuit against Matthew Harvey for non-delivery of assets and is claiming that \$5,250,000 paid for the assets by the issuance of shares of the Company. As at December 31, 2020, the accrued interest on the debenture totaled \$89,753 which was included in accounts payable and accrued liabilities (Note 10). During the year ended December 31, 2021 the Company settled the case with Matthew Harvey (Note 16) which led to the settlement of the convertible debenture of \$450,000, settlement of accrued interest of \$123,613, and equity portion of the loan of \$45,000, which resulted in the Company recording a gain on settlement of debt of \$718,613 and accounts receivable of \$100,000 related to the matter.

On January 17, 2019, the Company closed a purchase and sale agreement to acquire a 100% interest in real estate located in Sorrento, B.C. from a company controlled by the Chief Executive Officer of the Company. The purchase price was \$572,300 of which \$23,408 was paid by way of a convertible debenture issued by the Company accruing interest at 8% per annum. The remaining balance was paid in cash, of which \$526,592 was paid in fiscal 2018 and the remaining \$22,300 paid in fiscal 2019. The outstanding principal amount and outstanding accruing interest of the convertible debenture is convertible into common shares of the Company at a price of \$1.80 per common share. As at September 30, 2022, the accrued interest on the debenture totaled \$14,154 (December 31, 2021 - \$11,342) and is included in accounts payable and accrued liabilities. (Note 10).

12. LOANS

On March 5, 2019, the Company borrowed \$100,000 from an arm’s length party which bears interest at 8% compounded annually, is unsecured by a specific fixed asset and due on demand. On March 25, 2021 the Company repaid the principal balance of \$100,000 and upon repayment the lender forgave the \$16,597 of accrued interest during the period ended December 31, 2021.

On January 17, 2019, the Company acquired land which had a mortgage retained on title in the amount of \$62,970. The mortgage is non-interest bearing is subject to repayment upon the Company disposing of the land. On March 29, 2021, the Company repaid the balance and as at September 30, 2022 \$Nil (December 31, 2021 - \$nil) remains outstanding (Note 7).

The Company received a short-term non-interest bearing loan of \$14,000 from a Company controlled by the CEO of the Company (Note 13).

13. RELATED PARTY TRANSACTIONS

During the nine months ended September 30, 2022, the Company incurred:

- \$166,891 (USD129,600) (2021 - \$nil) in management fees to a company controlled by the CEO of the Company
- \$103,334 (USD82,161) (2021 - \$nil) in management fees to the COO of the Company.
- \$2,812 (2021 - \$2,812) in interest expense to a company related to the CEO of the Company.
- \$54,000 (2021 - \$54,000) in consulting fees to the Corporate Secretary and CFO of the Company.

AREV LIFE SCIENCES GLOBAL CORP. (FORMERLY AREV NANOTEC BRANDS INC.)

Notes to the Condensed Consolidated Interim Financial Statements

For the nine month ended September 30, 2022

(Expressed in Canadian dollars – unless otherwise noted)

13. RELATED PARTY TRANSACTIONS (continued)

- \$nil (2021 - \$30,041) in professional fees to a former Director of the Company.
- \$nil (2021 - \$58,746) in consulting fees to the former CFO of the Company.
- \$85,882 (USD67,385) (2021 - \$Nil) in office and admin costs in relation to website design fees to a company controlled by a director of the Company.
- \$nil (2021 - \$49,590) for licensing fees to a company controlled by a Director of the Company
- Recognized a loss of \$nil (2021 - \$21,947) for the forgiveness of debt due from a company controlled by the CEO of the Company.

On April 7, 2022, the Company issued 1,750,000 warrants to the CEO and COO of the Company at \$0.05 per warrant for proceeds of \$87,500 with each warrant being exercisable at \$0.23 for a period of 4 years. The warrants had a fair value of \$345,407 of which \$257,907 was recognized as share-based compensation.

On April 18, 2022, the Company granted 150,000 stock options to a director of the Company at a price of \$0.22 for a period of 5 years from the issuance date and recorded \$29,031 in share-based compensation.

On August 25, 2022, the Company issued 595,222 shares at \$0.14 to settle \$83,331 due to the CEO of the Company. The Company recognized \$8,928 as a loss on settlement.

As at September 30, 2022 the Company owed:

- \$90,122 (December 31, 2021 - \$34,750) to a company controlled by and related to the CEO of the Company. The amount consists of a payable of \$38,560 due to a company controlled by the CEO (December 31, 2021 – \$nil) which is non-interest bearing, unsecured and due on demand, a short term loan of \$14,000 (December 31, 2021 - \$Nil) (Note12) and \$23,408 (December 31, 2021 - \$23,408) plus accrued interest of \$14,154 (December 31, 2021 - \$11,342) from a convertible debenture (Note 11).
- \$72,856 (December 31, 2021 - \$18,240) due to the COO of the Company
- \$137,461 (December 31, 2021 - \$92,474), of which \$83,025 (December 31, 2021 - \$38,038) was recorded in accounts payable and \$54,436 (December 31, 2021 - \$54,436) is recorded in due to related parties, to the Corporate Secretary of the Company.
- \$28,996 (December 31, 2021 - \$28,996) to a former Director of the Company.
- \$24,791 (December 31, 2021 - \$24,791) to the former CFO of the Company.
- \$85,882 (December 31, 2021 - \$nil) due to a company controlled by a director of the Company

14. SHARE CAPITAL

The Company is authorized to issue an unlimited number of common shares without par value, 20,000,000 preferred shares, issuable in one or more series, and 20,000,000 redeemable preferred shares, issuable in one or more series.

Share transactions

During the nine months ended September 30, 2022, the Company issued the following:

- a) On January 4, 2022, 1,000,000 warrants were exercised at \$0.15 and the company issued 1,000,000 common shares for gross proceeds of \$150,000
- b) On January 10, 2022, 100,000 options were exercised at \$0.12 and the company issued 100,000 common shares for gross proceeds of \$12,000

AREV LIFE SCIENCES GLOBAL CORP. (FORMERLY AREV NANOTEC BRANDS INC.)

Notes to the Condensed Consolidated Interim Financial Statements

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(Expressed in Canadian dollars – unless otherwise noted)

14. SHARE CAPITAL (continued)

- c) On March 11, 2022, 125,000 warrants were exercised at \$0.08 and the company issued 125,000 common shares for gross proceeds of \$10,000.
- d) On March 16, 2022, 416,667 warrants were exercised at \$0.08 and the company issued 416,667 common shares for gross proceeds of \$33,333
- e) On April 7, 2022, 833,334 warrants were exercised at \$0.08 and the company issued 833,334 common shares for gross proceeds of \$66,667.
- f) On April 8, 2022, 1,000,000 warrants were exercised at \$0.08 and the company issued 1,000,000 common shares for gross proceeds of \$80,000.
- g) On August 25, 2022, the Company issued 595,222 shares valued at \$92,259 to settle \$83,331 due to the CEO of the Company.

During the year ended December 31, 2021, the Company issued the following:

- a) On January 6, 2021, the Company issued 1,000,000 units at \$0.10 per unit for proceeds of \$100,000. Each unit consists of one common share and one share purchase warrant with each warrant being exercisable at \$0.15 for a period of 12 months.
- b) On January 4, 2021 485,000 warrants were exercised at a price of \$0.08 per share for total proceeds of \$38,800.
- c) On March 16, 2021, 100,000 options were exercised at a price of \$0.17 per share for total proceeds of \$17,000. Upon exercise \$17,100 was reallocated from share-based payment reserve to share capital.
- d) On March 22, 2021, 200,000 options were exercised at a price of \$0.17 per share for total proceeds of \$34,000. Upon exercise \$34,200 was reallocated from share-based payment reserve to share capital.
- e) On March 31, 2021, the Company issued 2,680,000 units at \$0.25 per unit which consisted of one share and one warrant to purchase one common share for proceeds of \$665,000. Based on the residual valuation method a value of \$13,400 was assigned to the warrants granted which was recognized as warrant reserve. The Company also issued 20,000 shares to settle \$5,000 of debt owed to a consultant of the Company, no gain or loss was recognized on settlement.
- f) On June 8, 2021, the Company issued 261,000 shares with a fair value of \$50,895 in connection to the distribution agreement signed with Germinator Genesis to obtain license rights. The agreed upon purchase price was 65,250 and as such the Company recognized a gain on licensing fee of \$14,355.
- g) On June 8, 2021, 500,000 warrants were exercised at a price of \$0.08 per share for total proceeds of \$40,000 which was deducted against a loan payable amount to the CEO of the Company.
- h) On November 8, 2021, the Company issued 83,333 shares with a fair value of \$10,690 to settle \$10,690 in debt with a Company controlled by the CEO, no gain or loss was recognized on settlement.
- i) On November 19, 2021, 1,000,000 warrants were exercised at a price of \$0.08 per share for total proceeds of \$80,000.
- j) On December 21, 2021, 375,000 warrants were exercised at a price of \$0.08 per share for total proceeds of \$30,000.
- k) On December 22, 2021, the Company received \$150,000 proceeds for shares subsequently issued.

Share purchase warrants

On April 7, 2022, the Company issued 1,750,000 warrants to the CEO and COO of the Company at \$0.05 per warrant for proceeds of \$87,500 with each warrant being exercisable at \$0.23 for a period of 4 years. Using the Black Scholes Option Pricing Model, the warrants had a fair value of \$345,407 of which \$257,907 was recognized as share-based compensation.

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14. SHARE CAPITAL (continued)

Share purchase warrants (continued)

Below is a summary of warrant activity during the nine months ended September 30, 2022:

	Amount Outstanding	Weighted Average Exercise Price
		\$
Outstanding December 31, 2020	5,250,000	0.08
Issued	3,680,000	0.28
Exercised	(2,360,000)	0.08
Balance at December 31, 2021	6,570,000	\$0.17
Issued	1,750,000	0.23
Exercised	(3,375,001)	0.10
Expired	(514,999)	0.08
Balance at September 30, 2022	4,430,000	\$0.26

Below is a summary of warrants outstanding as at September 30, 2022:

Warrants Outstanding	Exercise Price (\$)	Expiry Date	Weighted Average Remaining Life (years)
2,680,000	0.28	March 31, 2023	0.50
1,750,000	0.23	April 7, 2026	3.52
4,430,000	\$0.26		1.69

Stock options

During the nine months ended September 30, 2022, the Company granted the following options:

- a) On January 18, 2022, the Company granted 200,000 stock options to consultants exercisable at a price of \$0.33 for a period of 5 years from the date of issuance. The Company recognized \$64,905 in share-based payments in connection to this grant.
- b) On February 16, 2022, the Company granted 100,000 stock options to consultants exercisable at a price of \$0.29 for a period of 5 years from the date of issuance. The Company recognized \$25,616 in share-based payments in connection to this grant.
- c) On April 18, 2022, the Company granted 150,000 stock options to Directors, Officers and Consultants of the Company at a price of \$0.22 for a period of 5 years from the issuance date.
- d) On August 17, 2022, the Company granted 100,000 stock options to a consultant of the Company at a price of \$0.12 for a period of 5 years from the issuance date.

During the nine months ended September 30, 2022, the Company recorded share-based compensation of \$133,189 (2021 - \$332,337). The weighted average grant date fair value of stock options granted during the nine months ended September 30, 2022 was \$0.24 per share.

14. SHARE CAPITAL (continued)

Stock options (continued)

During the year ended December 31, 2021, the Company granted the following options:

- a) On January 14, 2021, the Company granted 100,000 stock options to a consultant exercisable at a price of \$0.31 for a period of 5 years from the date of issuance. The Company recognized \$30,356 in share-based payments in connection to this grant.
- b) On January 19, 2021, the Company granted 50,000 stock options to a consultant exercisable at a price of \$0.31 for a period of 5 years from the date of issuance. The Company recognized \$15,672 in share-based payments in connection to this grant.
- c) On February 2, 2021, the Company granted 50,000 stock options to a consultant exercisable at a price of \$0.275 for a period of 5 years from the date of issuance. The Company recognized \$11,981 in share-based payments in connection to this grant.
- d) On February 9, 2021, the Company granted 250,000 stock options to consultants exercisable at a price of \$0.31 for a period of 5 years from the date of issuance. The Company recognized \$83,342 in share-based payments in connection to this grant.
- e) On February 17, 2021, the Company granted 350,000 stock options to a consultant exercisable at a price of \$0.39 for a period of 5 years from the date of issuance. The Company recognized \$109,514 in share-based payments in connection to this grant.
- f) On February 19, 2021, the Company granted 100,000 stock options to a consultant exercisable at a price of \$0.305 for a period of 5 years from the date of issuance. The Company recognized \$38,314 in share-based payments in connection to this grant.
- g) On June 1, 2021, the Company granted 150,000 stock options to a consultant exercisable at a price of \$0.17 for a period of 5 years from the date of issuance. The Company recognized \$25,011 in share-based payments in connection to this grant.
- h) On June 10, 2021, the Company granted 100,000 stock options to a director exercisable at a price of \$0.185 for a period of 5 years from the date of issuance. The Company recognized \$18,147 in share-based payments in connection to this grant.
- i) On November 8, 2021, the Company granted 700,000 stock options to various directors, officers and consultants exercisable at a price of \$0.12 for a period of 5 years from the date of issuance. The Company recognized \$74,551 in share-based payments in connection to this grant.
- j) On December 23, 2021, the Company granted 175,000 stock options to a director and consultant exercisable at a price of \$0.31 for a period of 5 years from the date of issuance. The Company recognized \$48,519 in share-based payments in connection to this grant.

During the year ended December 31, 2021, the Company recorded share-based compensation of \$455,407. The weighted average grant date fair value of stock options granted during the year ended December 31, 2021 was \$0.22 per share.

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14. SHARE CAPITAL (continued)**Stock options (continued)**

The fair value for stock options and warrants granted have been estimated using the Black-Scholes option pricing model assuming no expected dividends or forfeitures and the following weighted average assumptions:

	Nine months ended September 30, 2022	Year ended December 31, 2021
Risk-free interest rate	1.69% - 3.05 %	0.41% - 1.40 %
Expected life (years)	4-5	5
Expected volatility	138.29% - 144.25%	143.3% - 208.9%

A summary of the Company's stock option activity is as follows:

	Number Outstanding	Weighted Average Exercise Price
		\$
Balance, December 31, 2020	800,000	0.10
Granted	2,025,000	0.24
Exercised	(300,000)	0.17
Balance, December 31, 2021	2,525,000	0.29
Granted	550,000	0.25
Exercised	(100,000)	0.12
Outstanding at September 30, 2022	2,975,000	\$0.29

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(Expressed in Canadian dollars – unless otherwise noted)

14. SHARE CAPITAL (continued)**Stock options (continued)**

A summary of the Company's stock options outstanding and exercisable as at September 30, 2022 is presented below:

Expiry Date	Options Outstanding	Options Exercisable	Exercise Price (\$)	Weighted Average Remaining Years
December 7, 2022	8,333	8,333	2.940	0.19
September 14, 2023	33,333	33,333	2.400	0.96
April 25, 2024	16,667	16,667	1.320	1.57
May 2, 2024	16,667	16,667	1.950	1.59
June 10, 2024	8,333	8,333	1.560	1.70
July 16, 2024	16,667	16,667	1.380	1.79
December 14, 2025	400,000	400,000	0.150	3.21
January 14, 2026	100,000	100,000	0.310	3.29
January 19, 2026	50,000	50,000	0.310	3.31
February 2, 2026	50,000	50,000	0.275	3.35
February 9, 2026	250,000	250,000	0.310	3.36
February 17, 2026	350,000	350,000	0.390	3.39
February 19, 2026	100,000	100,000	0.305	3.39
June 1, 2026	150,000	150,000	0.170	3.67
June 10, 2026	100,000	100,000	0.185	3.70
November 8, 2026	600,000	600,000	0.120	4.11
December 23, 2026	175,000	175,000	0.310	4.23
January 18, 2027	200,000	200,000	0.330	4.30
February 16, 2027	100,000	100,000	0.290	4.38
April 18, 2027	150,000	150,000	0.220	4.55
August 17, 2027	100,000	100,000	0.140	4.88
	2,975,000	2,975,000	\$0.290	3.71

15. SUPPLEMENTAL CASH FLOW INFORMATION

	Nine months ended September 30, 2022	Nine months ended September 30, 2021
	\$	\$
Non-cash investing and financing activities:		
Shares issued for debt settlement	92,260	5,000

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16. COMMITMENTS AND CONTINGENCIES

Lease Commitments

On December 2, 2019, the Company entered into an industrial lease agreement until December 2, 2022. The lease commenced on January 2, 2020. Expected annual payments under this lease arrangement are as follows:

	\$
2022	13,658
	\$13,658

Pending Litigation

On January 29, 2020, the Company commenced litigation in the Supreme Court of British Columbia against the Defendant, Matthew Harvey, the vendor of the BC Bud Depot Assets. The Company was seeking damages, punitive damages, interest, injunctive relief, and costs relating to breach of contract between Matthew Harvey and the Company. During the year ended December 31, 2021, the Company settled the claim and in connection to the settlement, the convertible debenture was forgiven (Note 11).

On August 17, 2021, the Company was approached by the Ministry of Labour regarding a complaint filed by a former consultant of the Company for unpaid fees relating to services rendered in 2019. The Company was unsuccessful in refuting the case and is required to pay a total of \$19,543 which is recorded in accounts payable accrued liabilities.

17. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company provides disclosures that enable users to evaluate (a) the significance of financial instruments for the entity's financial position and performance; and (b) the nature and extent of risks arising from financial instruments to which the entity is exposed during the period and at the date of the statement of financial position, and how the entity manages these risks.

The Company provides information about its financial instruments measured at fair value at one of three levels according to the relative reliability of the inputs used to estimate the fair value:

Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;

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17. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (continued)

Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and

Level 3 – inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The fair value of cash is based on level 1 inputs.

The Company's other financial instruments consist of accounts receivable, assets held for sale, investment, accounts payable, loans payable, due to related parties, convertible debentures and lease liability. The carrying values of these financial instruments approximate their respective fair values due to the term of these instruments.

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Credit risk

The Company's primary exposure to credit risk is its cash of \$15,172 at September 30, 2022. With cash on deposit with reputable financial institutions, it is management's opinion that the Company is not exposed to significant credit risks arising from the financial instruments.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. As at September 30, 2022, the Company had current liabilities totaling \$1,099,723 and cash of \$15,172 and is exposed to significant liquidity risk at this time. However, since the Company is in the development stage, it will periodically have to raise funds to continue operations and intends to raise further financing through private placements.

Market risk

Market risk is the risk that changes in market prices such as foreign exchange rates and interest rates will affect the Company's income. The objective of market risk management is to manage and control market risk exposure within acceptable parameters. The Company does not use derivative instruments to reduce its insignificant exposure to market risks.

18. CAPITAL MANAGEMENT

The Company includes shareholders' equity and any debt it may issue, in the definition of capital. The Company's objective when managing capital is to maintain its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders.

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition and exploration of mineral properties. The Board of

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18. CAPITAL MANAGEMENT (continued)

Directors does not establish quantitative return on capital criteria for management but rather relies on the expertise of the Company's management and consultants to sustain future development of the business.

The Company's property is in the exploration stage and as such the Company is dependent upon external financings to fund activities. In order to carry out planned exploration and pay for administrative costs, the Company will spend its existing working capital and raise additional funds required.

Management reviews its capital management approach on an ongoing basis and believes that this approach is reasonable given the relative size of the Company. The Company is not subject to any external covenants.

19. ACQUISITION OF WRIGHT AND WELL ESSENTIALS

On November 30, 2021 the Company completed the acquisition of Wright and Well Essentials Inc. The acquisition failed to meet the definition of a business combination under IFRS 3 and as such was recorded as an asset acquisition. Through the acquisition the Company acquired inventory, branding and a website. The Company paid \$20,000 to acquire 100% ownership of Wright and Well Essentials Inc. The assets acquired primarily consisted of inventory.

20. SUBSEQUENT EVENTS

- On October 28, 2022, the Company issued 75,000 shares to a consultant to settle \$9,000 of outstanding debt.
- On October 28, 2022, the Company granted 100,000 stock options to a consultant of the Company at a price of \$0.12 for a period of 5 years from the issuance date
- On November 8, 2022, the Company issues 500,000 shares to the CEO of the Company to settle \$50,000 of outstanding debt.