

Form 62-103F1 AMENDED

Required Disclosure under the Early Warning Requirements

This report is filed to amend information disclosed in a report dated July 4, 2017.

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.

Common shares (the "**PreveCeutical Shares**") in the capital of PreveCeutical Medical Inc., formerly Carrara Exploration Corp. (the "**Issuer**").

PreveCeutical Medical Inc.
Suite 2200, 1177 West Hastings Street
Vancouver, British Columbia
V6E 2K3

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.

Not applicable.

Item 2 – Identity of the Acquiror

2.1 State the name and address of the acquiror.

Stephen Van Deventer ("**Mr. Van Deventer**")
5347 Kew Cliff Road
West Vancouver, British Columbia
V7W 1M3

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.

On June 30, 2017, Mr. Van Deventer acquired beneficial ownership and control over 16,972,100 PreveCeutical Shares pursuant to an amalgamation agreement dated March 21, 2017, whereby the Issuer acquired all of the issued and outstanding shares of 1050962 B.C. Ltd., formerly PreveCeutical Medical Inc., in consideration and in exchange for PreveCeutical Shares (the "**Transaction**"). Mr. Van Deventer is the Chairman and Chief Executive Officer and a director of the Issuer.

2.3 State the names of any joint actors.

Cornerstone Global Partners Inc. ("**Cornerstone**").

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.**

Mr. Van Deventer acquired beneficial ownership and control over 16,972,100 PreveCeutical Shares, of which 7,800,000 were acquired by Mr. Van Deventer in his personal name and 9,172,100 were acquired by Cornerstone, which is controlled by Mr. Van Deventer. As a result of the Transaction, Mr. Van Deventer beneficially holds and controls 34.64% of the issued and outstanding PreveCeutical Shares (on a non-diluted basis).

- 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.**

Mr. Van Deventer acquired the PreveCeutical Shares.

- 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.**

Immediately before the Transaction, Mr. Van Deventer beneficially owned and controlled 360,000 PreveCeutical Shares and 360,000 common share purchase warrants, representing 4.36% (8.35% on a partially diluted basis) of the then issued and outstanding PreveCeutical Shares. As a result of the Transaction, Mr. Van Deventer beneficially owns and controls 17,332,100 PreveCeutical Shares, together with 250,000 common share stock options and 360,000 common share purchase warrants, representing 35.37% (36.17% on partially diluted basis) of the currently issued and outstanding PreveCeutical Shares.

- 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,**

Mr. Van Deventer, personally and through Cornerstone Global Partners Inc., has beneficial ownership and control over an aggregate of 17,332,100 PreveCeutical

Shares, together with 250,000 common share stock options and 360,000 common share purchase warrants, representing 35.37% (36.17% on partially diluted basis) of the currently issued and outstanding PreveCeutical Shares.

- (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.

Mr. Van Deventer beneficially owns and controls 250,000 common share stock options, each exercisable for one PreveCeutical Share with the following terms:

<u>Grant Date</u>	<u>Number of Stock Options Granted</u>	<u>Option Exercise Price</u>	<u>Expiry Date</u>	<u>Number of PreveCeutical Shares for which Exercisable</u>
August 11, 2016	250,000	\$0.25	August 10, 2020	250,000

Mr. Van Deventer beneficially owns and controls 360,000 common share purchase warrants, each exercisable for one PreveCeutical Share with the following terms:

<u>Issue Date</u>	<u>Number of Warrants Issued</u>	<u>Warrant Exercise Price</u>	<u>Expiry Date</u>	<u>Number of PreveCeutical Shares for which Exercisable</u>
June 29, 2017	360,000	\$1.00	June 29, 2018	360,000

If exercised, Mr. Van Deventer's common share stock options and common share purchase warrants would increase his securityholdings in the Issuer by approximately 0.8%.

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. 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.

Item 4 – Consideration Paid

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

Pursuant to the terms of the Transaction, Mr. Van Deventer acquired 16,972,100 PreveCeutical Shares, of which 7,800,000 were acquired directly and 9,172,100 were acquired through Cornerstone Global Partners Inc. The PreveCeutical Shares were acquired at deemed issuance price of \$0.50 per share, for an aggregate deemed price of \$8,486,050.

- 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.**

See Item 4.1.

- 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;**

Not applicable.

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

Not applicable.

- (c) **a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;**

Not applicable.

- (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;**

Not applicable.

- (e) **a material change in the present capitalization or dividend policy of the reporting issuer;**

Not applicable.

- (f) **a material change in the reporting issuer's business or corporate structure;**

Upon the completion of the Transaction, the Issuer became a health and wellness company focused on utilizing nature and science for the benefit of health conscious consumers and that markets nutraceutical products to such consumers. The Issuer has one product for sale, the CELLB9™ which is an oral solution containing polarized and potentiated essential minerals extracted from a novel peptide, obtained from Caribbean blue scorpion venom. Management of the Issuer, led by Mr. Van Deventer, is currently working to research and develop other health and wellness products utilizing peptides contained in Caribbean blue scorpion venom and cannabinoids (the chemical constituents of marijuana).

- (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;**

Not applicable.

- (h) **a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;**

Not applicable.

- (i) **the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;**

Not applicable.

- (j) **a solicitation of proxies from securityholders;**

Not applicable.

- (k) **an action similar to any of those enumerated above.**

Mr. Van Deventer acquired the PreveCeutical Shares for investment purposes. He will review his holdings from time to time and may, in the future, increase or decrease his ownership or control over the securities of PreveCeutical. Except as set out above, Mr. Van Deventer does not otherwise have any plans related to the above enumerated list.

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.

Mr. Van Deventer is a creditor under a convertible credit facility agreement made as of December 9, 2016, as amended March 31, 2017 in the principal amount of \$2 million. Under the terms of the agreement and waiver in respect of same dated June 30, 2017, the amount of any outstanding principal and accrued interest thereon under the credit facility is convertible, after October 28, 2017, into PreveCeutical Shares at the price of \$0.50 per share. Mr. Van Deventer is entitled to 50% of any such units (if and when issued).

Mr. Van Deventer is a creditor under a convertible credit facility agreement made as of May 9, 2017 in the principal amount of \$1 million. Under the terms of the agreement and waiver in respect of same dated June 30, 2017, the amount of any outstanding principal and accrued interest thereon under the credit facility is convertible, after October 28, 2017, into units, each consisting of one PreveCeutical Share and one common share purchase warrant entitling the holder to purchase one PreveCeutical Share at the price of \$1.00 per share for a period of 24 months after the issuance of the units, subject to acceleration. As of June 30, 2017, up to

551,589 units are issuable upon the outstanding principal amount of \$550,000 and the accrued interest thereon. Mr. Van Deventer would be entitled to 50% of any such units (if and when issued).

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

Certificate

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.

July 7, 2017

Date

"Stephen Van Deventer"

Stephen Van Deventer