



**CAVA HEALTHCARE INC.**  
PRESS RELEASE

**CAVA HEALTHCARE ANNOUNCES ADOPTION OF ADVANCE NOTICE POLICY  
ANNOUNCES ANNUAL GENERAL AND SPECIAL MEETING  
PROVIDES MANAGEMENT UPDATE**

**Vancouver, British Columbia, December 10, 2019** – Cava Healthcare Inc. ("Cava" or the "Company") announces that the board of directors of the Company (the "Board") has approved an advance notice policy (the "Advance Notice Policy"), effective December 6, 2019, which is expected to be presented to shareholders of the Company for ratification and approval at the annual general and special meeting of shareholders, to be held on January 31, 2020 (the "Meeting").

***Advance Notice Policy***

The Advance Notice Policy includes, among other things, a provision that requires advance notice to be given by shareholders to the Company (the "Notice") in circumstances where nominations of persons for election to the Board are made by shareholders of the Company other than pursuant to: (i) a requisition of a meeting made in accordance with the provisions of the British Columbia *Business Corporations Act* (the "Act"); or (ii) a shareholder proposal made in accordance with the provisions of the Act.

Additionally, the Advance Notice Policy sets a deadline by which shareholders of the Company must submit the Notice to the Company and sets forth the information that a shareholder must include in the Notice, and establishes a prescribed form of Notice.

In the case of an annual general meeting of shareholders, the Notice must be delivered to the Company not less than 30 days and not more than 65 days prior to the date of the annual general meeting. However, in the event that the annual general meeting is to be held on a date that is less than 50 days after the date on which the first public announcement of the date of the annual general meeting was made, the Notice may be delivered not later than the close of business on the 10th day following such public announcement.

In the case of a special meeting of shareholders called for the purpose of electing directors (which is not also an annual general meeting) the Notice must be delivered to the Company not later than the close of business on the fifteenth day following the day on which the first public announcement of the date of the special meeting was made.

The Advance Notice Policy is effective and in full force and effect as of the date it was approved by the Board. In accordance with the terms of the Advance Notice Policy, the Advance Notice Policy will be put to shareholders of the Company for approval at the Meeting, and if the Advance Notice Policy is not approved at the Meeting by an ordinary resolution of shareholders, the

Advance Notice Policy will terminate and be of no further force and effect following the termination of the Meeting.

### ***Annual General and Special Meeting***

The Company also announces that it has called the Meeting, which is expected to be held at 10:00 a.m. (Pacific Time) on January 31, 2020 at the offices of Lotz & Company located at Suite 1170 - 1040 West Georgia Street, Vancouver, British Columbia, Canada for the purposes of, among other things:

- receiving the audited financial statements of the Company for the financial years ended 2016-2019 financial years;
- setting the number of directors of the Company for the ensuing year;
- electing directors of the Company for the ensuing year;
- appointing the auditor of the Company for the ensuing year;
- considering and, if thought advisable, passing an ordinary resolution ratifying and approving a new 10% rolling stock option plan, which will replace the Company's current stock option plan; and
- considering and, if thought advisable, passing an ordinary resolution ratifying and approving the adoption of the Advance Notice Policy.

The details of all matters proposed to be put before shareholders of the Company at the Meeting, including the full text of the Advance Notice Policy, will be set forth in a management information circular to be sent to its shareholders and posted on SEDAR under the Company's profile. The directors of the Company have fixed December 31, 2019, as the record date for the Meeting. Only shareholders of the Company of record at the close of business on the record date are entitled to vote at the Meeting or any adjournment or postponement thereof.

### ***Management Update***

The Company also announces that management is currently exploring possible strategic transactions for the Company, which may include financings, a share capital restructuring, an asset sale, a spinout of assets or another form of restructuring (collectively, the "Reorganization"). Further information on the Reorganization will be provided by management when available.

For further information, please contact the Company at [info@cavahealthcare.com](mailto:info@cavahealthcare.com) or **(604) 370-1757**.

### **On Behalf of the Board of Directors**

**Peter Field**  
CEO and President

## **CAVA IS FOCUSED ON ENHANCING OPTIMAL HEALTH BY PREDICTING, PREVENTING AND ALLEVIATING DISEASE**

Chronic and acute inflammation and poor immune function are at the core of developing disease. Cava is addressing this unmet healthcare challenge through isolation and characterization of novel compounds from medicinal plant extraction, creation of novel biomarkers for disease, and application of cutting-edge technologies to reverse inflammation and restore immune function to achieve optimal health.

### **Cautionary Note Regarding Forward-Looking Statements**

*This press release contains forward-looking statements and forward-looking information (collectively, "forward-looking statements") within the meaning of applicable Canadian and U.S. securities legislation, including the United States Private Securities Litigation Reform Act of 1995. All statements in this press release that are not purely historical are forward-looking statements and include statements regarding beliefs, plans, expectations and orientations regarding the future including, without limitation, the holding of the Meeting, the provisions of the Advance Notice Policy, the Company's anticipated business plans and its prospect of success in executing its proposed plans (including the Reorganization). Often, but not always, forward-looking statements can be identified by words such as "will", "plans", "expects", "may", "intends", "anticipates", "believes", "proposes" or variations of such words including negative variations thereof and phrases that refer to certain actions, events or results that may, could, would, might or will occur or be taken or achieved. Forward-looking statements are based on certain assumptions regarding the Company, including, without limitation, that the Advance Notice Policy will be ratified and approved by shareholders at the Meeting, management and directors will be able to complete the Reorganization, expected growth, results of operations, performance, industry trends and growth opportunities. Actual results could differ from those projected in any forward-looking statements due to numerous factors including, risks and uncertainties relating to the inability of the Company, to, among other things, obtain any required governmental, regulatory or stock exchange approvals, permits, consents or authorizations required, execute its proposed business plans (including the Reorganization), and obtain the financing required to carry out its planned future activities. Other factors such as general economic, market or business conditions or changes in laws, regulations and policies affecting the Company's industries may also adversely affect the future results or performance of the Company. These forward-looking statements are made as of the date of this press release and, unless required by applicable law, the Company assumes no obligation to update the forward-looking statements or to update the reasons why actual results could differ from those projected in these forward-looking statements. Although the Company believes that the statements, beliefs, plans, expectations, intentions and assumptions contained in this press release are reasonable, there can be no assurance that those statements, beliefs, plans, expectations intentions or assumptions will prove to be accurate. Readers should consider all of the information set forth herein and should also refer to other periodic reports provided by the Company from time-to-time. These reports and the Company's filings are available at [www.sedar.com](http://www.sedar.com).*

*Readers are cautioned that forward-looking statements are not guarantees of future performance or events and, accordingly, are cautioned not to put undue reliance on forward-looking statements due to the inherent uncertainty of such statements.*