



**CAVA HEALTHCARE INC.  
PRESS RELEASE**

**CAVA HEALTHCARE ANNOUNCES SHARE ISSUANCES,  
SETTLEMENT WITH FORMER OFFICER, ISSUANCE OF  
PROMISSORY NOTE AND ASSIGNMENT OF NON-CORE ASSETS**

**Vancouver, British Columbia, March 13, 2020** – Cava Healthcare Inc. (“Cava” or the “Company”) announces the issuance of 138,250 common shares in the capital of the Company (each, a “Common Share”) to certain directors and officers of the Company.

Pursuant to a consulting agreement dated October 8, 2019 (the “First Consulting Agreement”) with a director and officer of the Company, the Company has issued 125,000 Common Shares at a deemed price of \$0.25 per Common Share to the director and officer as a signing bonus. The number of Common Shares issued pursuant to the First Consulting Agreement was based on a signing bonus of 2,500,000 pre-consolidation common shares of the Company. For more details on the Company’s share consolidation, see the Company’s press releases dated December 24, 2019 and December 31, 2019.

Pursuant to a shares for services arrangement provided for under a second consulting agreement dated August 15, 2019 (the “Second Consulting Agreement”) with an officer of the Company, the Company has issued 13,250 Common Shares to the officer at a deemed price of \$0.25 per Common Share.

All Common Shares issued pursuant to the First Consulting Agreement and Second Consulting Agreement will be subject to a four month and one day hold period in Canada.

**Settlement with Former Chief Executive Officer and Director**

The Company also announces that it has entered into a settlement with the former Chief Executive Officer and director of the Company (the “Former CEO”). Pursuant to the terms of the settlement, the Company has settled all outstanding debts owed to the Former CEO and/or a company controlled by the Former CEO in the aggregate amount of \$195,219.

In connection with the settlement, the Company also entered into (i) an assignment and assumption agreement whereby the Company assigned the rights to certain engineering know-how, business models and trade secrets relating to its flash freeze extraction method (the “FFE Assets”) to a company controlled by the Former CEO; (ii) an assignment agreement whereby the Company assigned all accounts receivable owed by a third party to the Company to a company controlled by the Former CEO; and (iii) an assignment agreement whereby the Company assigned a \$20,000 promissory note payable by a third party to the Company to a company controlled by the Former CEO.

The Company determined that the FFE Assets required additional development and has decided it would be more prudent to focus on developing and optimizing its patent portfolio relating to translating new therapies and biomarkers for disease in the areas of tumour immunology and cancer immunotherapy, Alzheimer's disease and the blood brain barrier, and sepsis and inflammation (see press release dated July 10, 2019 for further details).

### **Promissory Note Issuance – Early Warning Disclosure**

In connection with a loan to the Company from 0991843 B.C. Ltd., a corporation owned and controlled by Sharon Field (the "Acquiror"), in the aggregate amount of \$222,719, the Company issued to the Acquiror a convertible promissory note (the "Note") in the aggregate principal amount of \$222,719 on March 6, 2020 (the "Note Acquisition"). The Note is convertible at the election of the holder into units in the capital of the Company (each, a "Note Unit") at a conversion price of \$0.25 per Note Unit (the "Note Conversion"). Each Note Unit consists of one common share in the capital of the Company (each, a "Note Share") and one transferable common share purchase warrant (each, a "Note Warrant"), with each Note Warrant entitling the holder to purchase one Note Share (each, a "Note Warrant Share") at a price of \$0.25 per Note Warrant Share at any time on or before 4:00 p.m. (Vancouver time) on the first business day that is 24 months from the date of issuance. In aggregate, 890,876 Note Shares and 890,876 Note Warrants are issuable to the Acquiror pursuant to the Note Conversion.

The Acquiror also acquired an additional 42,000 Common Shares for an aggregate purchase price of \$100,000 (the "Share Acquisition"; together with the Note Acquisition, the "Acquisition"). The Share Acquisition was made pursuant to share purchase agreements dated February 25, 2020 with certain private shareholders of the Company, whereby 17,000 Common Shares were acquired at a price of approximately \$3.00 per Common Share and 25,000 Common Shares were acquired at a price of approximately \$2.00 per Common Share. The Common Shares are not listed for trading on a stock exchange or other market that represents a published market for securities.

Immediately prior to the Acquisition, the Acquiror beneficially owned and had control and direction over an aggregate of 517,117 Common Shares, representing approximately 18.60% of the issued and outstanding Common Shares of the Company. Immediately after the Acquisition, the Acquiror beneficially owns and has control and direction over an aggregate of 559,117 Common Shares, representing approximately 20.11% of the issued and outstanding Common Shares, and the Note, convertible into 890,876 Note Units at a conversion price of \$0.25 per Note Unit. Assuming conversion in full of the Note and the exercise of all of the Note Warrants issuable thereunder, the Acquiror would own and have control and direction over 2,340,869 Common Shares, representing approximately 51.31% of the issued and outstanding Common Shares on a partially diluted basis.

The change in the Acquiror's securityholding percentage is approximately 1.51% (32.71% on a partially diluted basis) of the issued and outstanding Common Shares.

The Acquiror completed the Acquisition for investment purposes. However, the Acquiror

will review her holdings from time to time and may, in the future, increase or decrease her ownership or control over securities of the Company as circumstances dictate.

To obtain a copy of the early warning report filed by the Acquiror in accordance with National Instrument 62-103 *The Early Warning System and Related Take Over Bids* and National Instrument 62-104 *Take-Over Bids and Issuer Bids* please see the Company's profile on the SEDAR website [www.sedar.com](http://www.sedar.com) or contact:

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The Company's head office is located at 404 – 1688 152nd Street, South Surrey, British Columbia, V4A 4N2.

For further information relating to this news release, please contact Brian Kaufman at [info@cavahealthcare.ca](mailto:info@cavahealthcare.ca) 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, matters related to the conversion of the Note, the Company's current and planned research and development programs, including in respect of the prosecution and maintenance of the patent portfolio, and the Company's prospect of success in executing its proposed plans. 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, expected growth, results of operations and research and development activities (including in respect of the patent portfolio), performance, industry trends, growth opportunities, and that the Company*

*will be able to obtain the financing required to carry out its planned future business activities, retain and attract qualified research personnel and obtain and/or maintain the necessary intellectual property rights it needs to carry out its future business activities.*

*Actual results could differ from those projected in any forward-looking statements due to numerous factors including, risks and uncertainties relating to the actual results of research and development programs, the inability of the Company, to, among other things, protect its intellectual property, obtain any required governmental, regulatory or stock exchange approvals, permits, consents or authorizations required, commercialize any therapeutic and diagnostic technologies, execute its proposed business plans, pursue business partnerships, complete its research and development programs as planned, 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.*