



CAVA HEALTHCARE INC.
PRESS RELEASE

CAVA HEALTHCARE AMENDS THE TERMS OF AND CLOSES PREVIOUSLY ANNOUNCED PRIVATE PLACEMENTS

Vancouver, British Columbia, January 5, 2023 – Cava Healthcare Inc. (the "**Company**") announces, pursuant to the previously announced private placement on July 31, 2020, the Company has amended the terms of the private placement (the "**Offering**").

The Company previously announced a non-brokered private placement of up to 7,000,000 units of the Company (the "**Units**") with a tiered pricing structure:

- Up to 2,000,000 Units at \$0.05 per Unit for gross proceeds to the Company of up to \$100,000 (the "**First Tier Offering**"). Each Unit will consist of one common share of the Company and one share purchase warrant entitling the holder to purchase an additional common share of the Company at a price per share of \$0.10 for a period of 24 months from the date of closing (the "**First Closing Date**");
- Up to 2,000,000 Units at \$0.10 per Unit for gross proceeds to the Company of up to \$200,000 (the "**Second Tier Offering**"). Each Unit will consist of one common share of the Company and one share purchase warrant entitling the holder to purchase an additional common share of the Company at a price per share of \$0.20 for a period of 24 months from the date of closing (the "**Second Closing Date**") and
- Up to 3,000,000 Units at \$0.15 per Unit for gross proceeds to the Company of up to \$450,000 (the "**Third Tier Offering**"). Each Unit will consist of one common share of the Company and one share purchase warrant entitling the holder to purchase an additional common share of the Company at a price per share of \$0.25 for a period of 24 months from the date of closing (the "**Third Closing Date**");

The First Tier Offering closed in July 2020 resulting in gross proceeds of \$100,000. Prior to the Second Closing Date and Third Closing Date, the British Columbia Securities Commission (the "**BCSC**") issued a cease trade order against the Company on February 16, 2021 for failure to file its annual audited financial statements and Management's Discussion and Analysis for the year ended September 30, 2020, and the certifications of the foregoing filings, as required under Part 4 of National Instrument 51-102 Continuous Disclosure Obligations (NI 51-102). As a result of the BCSC's cease trade order, the Second and Third Tier Offerings had not previously closed.

The Company filed all outstanding continuous disclosure documents and effective September 27, 2022, the BCSC issued a full revocation order of the cease trade order issued against the Company.

The Company has amended the terms of the Second Tier Offering and the Third Tier Offering as follows:

- Increase the Second Tier Offering to up to 4,000,000 Units at \$0.10 per Unit for gross proceeds to the Company of up to \$400,000.
- Increase the Third Tier Offering to up to 6,000,000 Units at \$0.15 per Unit for gross proceeds to the Company of up to \$900,000.

In addition, the warrant terms were increased from 24 months to 36 months.

The Company is pleased to announce it has completed the closing of the Second Tier Offering. Pursuant to the Second Tier Offering, the Company has issued 1,950,000 units (the “Units”) at a price of \$0.10 per Unit to investors for gross proceeds of \$195,000 and 2,050,000 Units at a deemed price of \$0.10 per Unit to certain creditors to settle an aggregate of \$205,000 in debt. Each Unit consists of one Share and one Share purchase warrant (each, a “Warrant”), whereby each Warrant entitles the holder to purchase one additional Share for a period of three years from closing at an exercise price of \$0.20 per Share.

Proceeds from the Offering are intended to be used for general working capital.

As a subscriber to the Offering, Theo Warkentin, a director and officer of the Company, acquired indirectly, through 1251861 BC Ltd. and 1266874 BC Ltd. an aggregate of 1,850,000 Units. As a subscriber to the Offering, Adrian Wade, a director and officer of the Company, acquired directly, 200,000 Units. Participation of insiders of the Company in the Second Tier Offering will constitute a related party transaction as defined under Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* (“MI 61-101”). The Company intends to rely on the exemption from the formal valuation requirements of Section 5.4 of MI 61-101 pursuant to Subsection 5.5(a) of MI 61-101 and the exemption from the minority approval requirements of Section 5.6 of MI 61-101 pursuant to Subsection 5.7(1)(a) of MI 61-101.

Additionally, the Company has issued 350,000 common shares in fulfilment of prior consideration arrangements for the past acquisition of certain intellectual property and for the settlement of certain outstanding payables.

The securities issued pursuant to the Second Tier Offering and the fulfilment of prior consideration arrangements are subject to a statutory hold period of four (4) months plus one (1) day that expire on April 30, 2023 respectively.

Mr. Theo Warkentin stated “*With the cease trade order behind us, we are excited to begin recapitalizing Cava and move forward our promising technologies, and in particular, to advance planning for the clinical trial stage of Cava’s Alzheimer’s Disease treatment. The amendment and expansion of the Offering reflects the first step in that effort*”.

For further information, please contact Theo Warkentin at theo@cavahealthcare.ca or (604) 726-1435.

On Behalf of the Board of Directors

Theo Warkentin
CEO and Director

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

Cava is a specialty biotechnology company focused on advancing drug development to address unmet medical needs in neurodegeneration, inflammation and restoration of immune function. The Company has a patent protected portfolio of intellectual property and technology, concentrated on the development of a treatment for Alzheimer's Disease and various oncology related biomarkers and treatments.

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 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), results of operations, 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.

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.