FORM 5

QUARTERLY LISTING STATEMENT

Name of Listed Issuer: _______Eviana Health Corporation____________ (the "Issuer").

Trading Symbol: EHC____

This Quarterly Listing Statement must be posted on or before the day on which the Issuer's unaudited interim financial statements are to be filed under the *Securities* Act, or, if no interim statements are required to be filed for the quarter, within 60 days of the end of the Issuer's first, second and third fiscal quarters. This statement is not intended to replace the Issuer's obligation to separately report material information forthwith upon the information becoming known to management or to post the forms required by the Exchange Policies. If material information became known and was reported during the preceding quarter to which this statement relates, management is encouraged to also make reference in this statement to the material information, the news release date and the posting date on the Exchange website.

General Instructions

(a) Prepare this Quarterly Listing Statement using the format set out below. The sequence of questions must not be altered nor should questions be omitted or left unanswered. The answers to the following items must be in narrative form. When the answer to any item is negative or not applicable to the Issuer, state it in a sentence. The title to each item must precede the answer.

(b) The term "Issuer" includes the Listed Issuer and any of its subsidiaries.

(c) Terms used and not defined in this form are defined or interpreted in Policy 1 – Interpretation and General Provisions.

There are three schedules which must be attached to this report as follows:

SCHEDULE A: FINANCIAL STATEMENTS

Financial statements are required as follows:

For the first, second and third financial quarters interim financial statements prepared in accordance with the requirements under Ontario securities law must be attached. If the Issuer is exempt from filing certain interim financial statements, give the date of the exempting order.

SCHEDULE B: SUPPLEMENTARY INFORMATION

The supplementary information set out below must be provided when not included in Schedule A.

1. Related party transactions

Provide disclosure of all transactions with a Related Person, including those previously disclosed on Form 10. Include in the disclosure the following information about the transactions with Related Persons:

Please refer to the Issuer's Unaudited Condensed Consolidated Interim Financial Statements for the three and six months ended December 31, 2017 and 2016 - Note 10.

(a) A description of the relationship between the transacting parties. Be as precise as possible in this description of the relationship. Terms such as affiliate, associate or related company without further clarifying details are not sufficient.

(b) A description of the transaction(s), including those for which no amount has been recorded.

(c) The recorded amount of the transactions classified by financial statement category.

(d) The amounts due to or from Related Persons and the terms and conditions relating thereto.

(e) Contractual obligations with Related Persons, separate from other contractual obligations.

(f) Contingencies involving Related Persons, separate from other contingencies.

2. Summary of securities issued and options granted during the period.

Provide the following information for the period beginning on the date of the last Listing Statement (Form 2A):

Please refer to the Issuer's Unaudited Condensed Consolidated Interim Financial Statements for the three and six months ended December 31, 2017 and 2016 – Note 7.

(a) summary of securities issued during the period,

Date of Issue	Type of Security (common shares, convertible debentures, etc.)	Type of Issue (private placement, public offering, exercise of warrants, etc.)	Number	Price	Total Proceeds	Type of Consideration (cash, property, etc.)	Describe relationship of Person with Issuer (indicate if Related Person)	Commission Paid

(b) summary of options granted during the period,

Date	Number	Name of Optionee if Related Person and relationship	Generic description of other Optionees	Exercise Price	Expiry Date	Market Price on date of Grant

3. Summary of securities as at the end of the reporting period.

Provide the following information in tabular format as at the end of the reporting period:

(a) description of authorized share capital including number of shares for each class, dividend rates on preferred shares and whether or not cumulative, redemption and conversion provisions,

Unlimited common shares without par value.
Unlimited preferred shares without par value.

(b) number and recorded value for shares issued and outstanding,

20,635,265 common shares issued and outstanding, with share capital of $6,165,000.

(c) description of options, warrants and convertible securities outstanding, including number or amount, exercise or conversion price and expiry date, and any recorded value, and

As at December 31, 2017, the following options and warrants were outstanding:

Grant Date	Exercise Price	Expiry Date	Options Outstanding
August 31, 2017	$1.00	August 31, 2022	1,100,000
September 11, 2017	$1.00	August 31, 2022	150,000
		Total options outstanding	**1,250,000**

Grant Date	Exercise Price	Expiry Date	Warrants Outstanding
August 22, 2017	$1.25	February 22, 2018	1,770,000
September 11, 2017	$1.25	March 11, 2018	1,500,000
		Total warrants outstanding	**3,270,000**

(d) number of shares in each class of shares subject to escrow or pooling agreements or any other restriction on transfer.

6,228,598 shares remain subject to escrow.

4. List the names of the directors and officers, with an indication of the position(s) held, as at the date this report is signed and filed.

Name	Position
Michael Galloro	Director
Sydney Au	CFO & Director
Avram Adizes	CEO & Director
Ljiljana Vujotic	Director

SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS

Provide Interim MD&A if required by applicable securities legislation.

Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Quarterly Listing Statement.

2. To the best of the undersigned's knowledge and belief, as of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.

3. The undersigned hereby certifies to the Exchange that, to the best of the undersigned's knowledge and belief, the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).

4. To the best of the undersigned's knowledge and belief, all of the information in this Form 5 Quarterly Listing Statement is true.

Dated March 2, 2018.

Sydney Au
Name of Director or Senior Officer

"Sydney Au"
Signature

CFO
Official Capacity

Issuer Details Name of Issuer Eviana Health Corporation	For Quarter Ended December 31, 2017	Date of Report YY/MM/D 18/03/02
Issuer Address 5728 E. Boulevard		
City/Province/Postal Code Vancouver, British Columbia, V6M 4M4	Issuer Fax No. ( )	Issuer Telephone No. (604) 780 3311
Contact Name Syd Au	Contact Position CFO	Contact Telephone No. (604) 780 3311
Contact Email Address sydau945@gmail.com	Web Site Address WWW.EVIANA.COM	

EVIANA Health Corporation (formerly, C&C Cosmeceuticals Corp.)

Unaudited Condensed Consolidated Interim Financial Statements

Three and Six Months Ended December 31, 2017 and 2016

(Expressed in Canadian dollars)

Notice of No Auditor Review of 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 interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The management of Eviana Health Corporation is responsible for the preparation of the accompanying unaudited condensed consolidated interim financial statements. The unaudited condensed consolidated interim financial statements have been prepared in accordance with International Financial Reporting Standards and are considered by management to present fairly the financial position, operating results and cash flows of the Company.

The Company's independent auditor has not performed a review of these condensed consolidated interim financial statements in accordance with standards established by the Chartered Professional Accountants of Canada for a review of condensed consolidated interim financial statements by an entity's auditor. These unaudited condensed consolidated interim financial statements include all adjustments, consisting of normal and recurring items, that management considers necessary for a fair presentation of the consolidated financial position, results of operations and cash flows.

"Avram Adizes"	"Sydney Au"
Avram Adizes, Chief Executive Officer	Sydney Au, Chief Financial Officer

EVIANA Health Corporation (formerly, C&C Cosmeceuticals Corp.)
Unaudited Condensed Consolidated Interim Statements of Financial Position
As at
(Expressed in Canadian dollars)

	Note		December 31 2017		June 30 2017 (Audited)
Assets					
Cash and cash equivalents		**$**	**839,094**	$	194,715
Other receivables			**52,871**		12,884
Loans receivable	**4**		**2,727,646**		491,500
			3,619,611		699,099
Total Assets		**$**	**3,619,611**	$	699,099
Liabilities					
Accounts payable and accrued liabilities	**5**	**$**	**155,383**	$	40,826
Loans payable	**6**		**-**		803,697
Total Liabilities			**155,383**		844,523
Shareholders' Equity (Deficiency)					
Share capital	**7**		**6,165,000**		920,000
Contributed surplus			**1,264,461**		184,852
Deficit			**(3,965,233)**		(1,250,276)
Total shareholders' equity (deficiency)			**3,464,228**		(145,424)
Total Liabilities and Shareholders' Equity (Deficiency)		**$**	**3,619,611**	$	699,099

Approved and authorized for issue by the Board of Directors on February 26, 2018:

"Michael Galloro"	*"Sydney Au"*
Michael Galloro, Director	Sydney Au, Director

The accompanying notes are an integral part of these Unaudited Condensed Consolidated Interim Financial Statements

EVIANA Health Corporation (formerly, C&C Cosmeceuticals Corp.)
Unaudited Condensed Consolidated Interim Statements of Loss and Comprehensive Loss
For the three and six months ended December 31,
(Expressed in Canadian dollars)

	Note	Three months ended, 2017	Three months ended, 2016	Six months ended, 2017	Six months ended, 2016
Expenses					
Professional fees		**$ 52,656**	$ -	**$ 145,348**	$ -
Consulting	**7**	**105,000**	-	**1,260,000**	-
Office and general		**9,517**	-	**48,385**	-
Stock-based compensation	**7**	**-**	-	**1,079,609**	-
Travel		**520**	-	**10,974**	-
Accretion expense	**6**	**-**	-	**16,601**	-
		$ (167,693)	$ -	**$ (2,560,917)**	$ -
Other income		**662**	-	**662**	-
Loss on settlement of loans payable	**6**	**-**	-	**(154,702)**	-
Net loss and comprehensive loss		**$ (167,031)**	$ -	**$ (2,714,957)**	$ -
Basic and diluted loss per common share		**$ (0.01)**	$ -	**$ (0.14)**	$ -
Weighted average number of common shares outstanding (basic and diluted)		**20,635,265**	15,390,265	**18,852,738**	15,390,265

The accompanying notes are an integral part of these Unaudited Condensed Consolidated Interim Financial Statements

EVIANA Health Corporation (formerly, C&C Cosmeceuticals Corp.)
Unaudited Condensed Consolidated Interim Statements of Changes in Shareholders' Equity (Deficiency)
For the six months ended December 31,
(Expressed in Canadian dollars)

	Note	Number of Common Shares	Share Capital	Contributed Surplus	Deficit	Total Shareholders' Equity (Deficiency)
Balance at June 30, 2016		15,390,265	$ 920,000	$ -	$ (13,165)	$ 906,835
Net loss for the period		-	-	-	-	-
Balance at December 31, 2016		15,390,265	$ 920,000	$ -	$ (13,165)	$ 906,835
Discount of loans payable	**6**	-	-	184,852	-	184,852
Net loss for the period		-	-	-	(1,237,111)	(1,237,111)
Balance at June 30, 2017		15,390,265	$ 920,000	$ 184,852	$ (1,250,276)	$ (145,424)
Private placement	**7**	3,270,000	3,270,000	-	-	3,270,000
Shares for loans payable	**7**	975,000	975,000	-	-	975,000
Shares issued for consulting services	**7**	1,000,000	1,000,000	-	-	1,000,000
Issuance of stock options	**7**	-	-	1,079,609	-	1,079,609
Net loss for period		-	-	-	(2,714,957)	(2,714,957)
Balance at December 31, 2017		**20,635,265**	**$ 6,165,000**	**$ 1,264,461**	**$ (3,965,233)**	**$ 3,464,228**

The accompanying notes are an integral part of these Unaudited Condensed Consolidated Interim Financial Statements

EVIANA Health Corporation (formerly, C&C Cosmeceuticals Corp.)
Unaudited Condensed Consolidated Interim Statements of Cash Flows
For the six months ended December 31,
(Expressed in Canadian dollars)

	Note	Six months ended, 2017	2016
Operating Activities			
Net loss for the period		**$ (2,714,957)**	$ -
Changes in non-cash working capital			
Shares issued for consulting services	**7**	**1,000,000**	-
Loss on settlement of loans payable	**6**	**154,702**	-
Accretion expense	**6**	**16,601**	-
Stock-based compensation	**7**	**1,079,609**	-
Other receivables		**(39,987)**	-
Accounts payable and accrued liabilities		**114,557**	-
Cash used in operating activities		**(389,475)**	-
Financing Activities			
Proceeds from private placement	**7**	**3,270,000**	-
Loans receivable	**4**	**(2,236,146)**	-
Cash from financing activities		**1,033,854**	-
Net increase in cash and cash equivalents		**644,379**	-
Cash and cash equivalents balance, opening		**194,715**	1
Cash and cash equivalents balance, ending		**$ 839,094**	$ 1
Non cash items			
Shares issued for settlement of loans payable		**$ 975,000**	$ -
Shares issued for consulting services		**$ 1,000,000**	$ -

The accompanying notes are an integral part of these Unaudited Condensed Consolidated Interim Financial Statements

1. NATURE OF OPERATIONS

EVIANA Health Corporation (formerly, C&C Cosmeceuticals Corp.) (the "Company") was incorporated on July 20, 2011, and the management of the Company intends to commence its business as a consumer marketing company, producing and selling CBDs, from hemp, and selling proprietary natural skincare cosmeceuticals products. The Company has an option to acquire a 100% interest in Eviana Inc. (Note 12).

On June 7, 2013, the Company was acquired by EVITRADE Health Systems Corp. ("Evitrade") (formerly Auxellence Health Corporation or "Auxellence"). The Company's office and mailing address is 5728 E. Boulevard, Vancouver, British Columbia, V6M 4M4. Effective on May 24, 2017, the Company ceased to be a subsidiary of Evitrade as Evitrade distributed to its shareholders common shares of the Company. The Company trades on the Canadian Securities Exchange under the stock symbol "EHC".

The Company changed its name to EVIANA Health Corporation on May 12, 2017.

2. BASIS OF PRESENTATION

a. Statement of compliance -

The unaudited condensed consolidated interim financial statements for the six months ended December 31, 2017 were prepared in accordance with the International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB"). These unaudited condensed consolidated interim financial statements have been prepared in accordance with IAS 34 Interim Financial Reporting. Significant accounting policies are described in Note 3 in the June 30, 2017, audited consolidated financial statements.

b. Going concern basis of presentation -

These unaudited condensed consolidated interim financial statements have been prepared on a going concern basis, which assumes that the Company will continue to operate for the foreseeable future and have the ability to realize its assets and discharge its liabilities in the normal course of business. However, certain adverse conditions and events cast significant doubt upon the validity of this assumption.

At December 31, 2017, the Company had not yet achieved profitable operations, had recurring losses, a deficit of $3,965,233 (June 30, 2017 - $1,250,276) and working capital of $3,464,228 (June 30, 2017 - $658,273). Excluding loans receivable, the working capital is $736,582 (June 30, 2017 - $166,773) as at December 31, 2017. At December 31, 2017, the Company had not commenced any significant commercial activities, aside from work related to the option agreement, and the Company expects to incur further losses in the development of its business.

The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing and to develop profitable operations in the future. The Company has generated operating losses since inception. The application of the going concern concept is dependent on the Company's ability to become operationally viable and receive continued financial support from its shareholders and from external financing sources.

2. BASIS OF PRESENTATION

b. Going concern basis of presentation - (continued)

There can be no assurance that the Company will be successful in raising additional cash to finance operations or that the continued support of shareholders will be available. The unaudited condensed consolidated interim financial statements do not include any adjustments relating to the recoverability of assets and liabilities that might be necessary should the Company be unable to continue as a going concern.

c. Basis of measurement -

These unaudited condensed consolidated interim financial statements have been prepared using the historical cost convention except for some financial instruments that have been measured at fair value through profit and loss. Where there are assets and liabilities calculated on a different basis, this fact is disclosed in the relevant accounting policy.

d. Functional and presentation currency -

All monetary references expressed in these notes are references to Canadian dollar amounts (“$”), which is the Company’s functional and presentation currency.

e. Significant accounting judgments and estimates -

The preparation of these unaudited condensed consolidated interim financial statements in conformity with IFRS requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the period. Actual results could differ from these estimates.

These unaudited condensed consolidated interim financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates may be pervasive throughout the unaudited condensed consolidated interim financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the reporting date that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to the following:

2. BASIS OF PRESENTATION (continued)

e. Significant accounting judgments and estimates - (continued)

(i) Share-based compensation expense -

The Company uses the Black-Scholes option pricing model to fair value options in order to calculate share-based compensation expense. The Black-Scholes model involves six key inputs to determine fair value of an option: risk-free interest rate, exercise price, market price at date of issue, expected dividend yield, expected life and expected volatility. Certain of the inputs are estimates that involve considerable judgment and are, or could be, affected by significant factors that are out of the Company's control. The Company is also required to estimate the future forfeiture rate of options based on historical information in its calculation of share-based compensation expense.

(ii) Impairment of financial assets -

The carrying value of the Company's intangible assets may be subject to impairment.

The recoverability of intangible assets is evaluated at each reporting date to determine whether there are any indications of impairment. The Company considers both internal and external sources of information when making the assessment of whether there are indications of impairment for the Company's intangible assets. External sources of information considered are changes in the Company's economic, legal and regulatory environment which it does not control but affect the Company.

(iii) Income taxes -

The Company calculates deferred income taxes based upon temporary differences between the assets and liabilities that are reported in its financial statements and their tax bases as determined under applicable tax legislation. The future realization of deferred tax assets can be affected by many factors, including: current and future economic conditions, net realizable sale prices, and can either be increased or decreased where, in the view of management, such change is warranted. In determining whether a deferred tax asset is probable, management reviews the timing of expected reversals of taxable temporary differences, the estimates of future taxable income and prudent and feasible tax planning that could be implemented.

(Expressed in Canadian dollars)

3. SIGNIFICANT ACCOUNTING POLICIES

New standards and interpretations not yet applied -

Standards issued but not yet effective up to the date of issuance of the Company's unaudited condensed consolidated interim financial statements are listed below. This listing is of standards and interpretations issued, which the Company reasonably expects to be applicable at a future date. The Company intends to adopt these standards when they become effective. The following pronouncements are being assessed to determine their impact on the Company's results and financial position:

IFRS 9 Financial Instruments

'Financial Instruments' is part of the IASB's wider project to replace IAS 39 'Financial Instruments: Recognition and Measurement'. IFRS 9 retains but simplifies the mixed measurement model and establishes two primary measurement categories for financial assets, amortized cost and fair value. The basis of classification depends on the entity's business model and the contractual cash flow characteristics of the financial asset. The standard is effective for annual periods beginning on or after January 1, 2018.

The Company has not early adopted this new standard and is currently assessing the impact that this standard will have on the unaudited condensed consolidated interim financial statements.

4. LOANS RECEIVABLE

As of December 31, 2017, the Company had an outstanding loans receivable balance of $2,727,646 (June 30, 2017 - $491,500) with Eviana Inc. (Notes 10 & 12). The loans receivable are non-interest bearing with no fixed terms of repayment and secured by accounts receivable, equipment, inventory, intellectual property, securities, intangible assets and books and accounts of Eviana Inc. through a general security agreement.

5. ACCOUNTS PAYABLE

	December 31, 2017	June 30, 2017 (Audited)
Accounts payable	**$ 57,883**	$ 24,428
Accrued liabilities	**97,500**	16,398
	$ 155,383	$ 40,826

6. LOANS PAYABLE

During the period ended December 31, 2017, the Company converted its outstanding $975,000 loans payable to third parties, into 975,000 common shares of the Company at a price of $1.00 per common share (Note 7). The difference beween the prinicipal amount of $975,000 and the carrying value of the loan of $820,298 (June 30, 2017 - $803,697) on the date of conversion, was recognized as a loss on settlement of loans payable of $154,702 on the statement of loss and comprehensive loss. The principal amount was originally discounted using an effective interest rate of 15% with a total discount on the loan of $184,852. During the period ended December 31, 2017, accretion expense was $16,601 (2016 - $Nil).

7. CAPITAL STOCK

In March, 2017, Evitrade was granted a Final Order from the Supreme Court of BC for the Plan of Arrangement to spin the Company out of Evitrade. Pursuant to the Plan of Arrangement, the Company consolidated its outstanding number of shares from 31,860,000 to 15,390,265. All figures in the unaudited condensed consolidated interim financial statements are adjusted to reflect the share consolidation. Effective on May 24, 2017, the Company ceased to be a subsidiary of Evitrade as Evitrade distributed to its shareholders common shares of the Company.

a. Authorized: unlimited common shares without par value; and
unlimited preferred shares without par value.

b. Issued and outstanding: see statement of changes in shareholders’ equity (deficiency)

Common shares

On August 22, 2017, the Company closed the first tranche of its non-brokered private placement and issued an aggregate of 1,770,000 units, at a price of $1.00 per unit for gross proceeds of $1,770,000. Each unit is comprised of one common share in the capital of the Company and one common share purchase warrant. Each warrant entitles the holder thereof to purchase one common share at a price of $1.25 per common share until February 22, 2018.

On September 11, 2017, the Company closed the second tranche of its non-brokered private placement raising an additional $1,500,000 by issuing 1,500,000 units, at a price of $1.00 per unit. Each unit is comprised of one common share in the capital of the Company and one warrant. Each warrant entitles the holder thereof to purchase one common share at a price of $1.25 per common share until March 11, 2018.

On August 22, 2017, the Company settled an aggregate of $975,000 of indebtedness through the issuance of an aggregate of 975,000 common shares of the Company (Note 6).

On September 11, 2017, the Company issued an aggregate of 1,000,000 common shares to consultants of the Company for services provided.

(Expressed in Canadian dollars)

7. CAPITAL STOCK (continued)

Share purchase warrants

On August 22, 2017, the Company issued 1,770,000 warrants with an exercise price of $1.25 per common share, exercisable until February 22, 2018.

On September 11, 2017, the Company issued 1,500,000 warrants with an exercise price of $1.25 per common share, exercisable until March 11, 2018.

Grant Date	Exercise Price ($)	Expiry Date	Number of Warrants Outstanding
August 22, 2017	1.25	February 22, 2018	1,770,000
September 11, 2017	1.25	March 11, 2018	1,500,000
	1.25		**3,270,000**

Stock Options

On August 31, 2017, the Company issued 1,100,000 options to various directors, officers and consultants of the Company. The options have an exercise price of $1.00 and expire on August 31, 2022. The options vested immediately upon grant.

On September 11, 2017, the Company issued 150,000 options to various directors, officers and consultants of the Company. The options have an exercise price of $1.00 and expire on August 31, 2022. The options vested immediately upon grant.

The fair value of the Company's stock options issued was estimated using the Black-Scholes option pricing model using the following assumptions:

	December 31, 2017	December 31, 2016
Expected volatility	**129%-132%**	-
Risk-free interest rate	**1.53%-1.75%**	-
Expected life (years)	**5**	-
Expected dividend yield	**Nil**	-
Forfeiture rate	**Nil**	-
Underlying share price	**$1.00**	-

(Expressed in Canadian dollars)

7. CAPITAL STOCK (continued)

Stock options (continued)

The average fair value of each option granted during the period ended December 31, 2017 was approximately $0.86 (2016 - $Nil). The total fair value of options granted was $1,079,609 (2016 - $Nil).

Grant Date	Exercise Price ($)	Expiry Date	Number of Options Outstanding	Number of Options Exercisable
August 31, 2017	1.00	August 31, 2022	1,100,000	1,100,000
September 11, 2017	1.00	August 31, 2022	150,000	150,000
	1.00		**1,250,000**	**1,250,000**

8. FINANCIAL AND CAPITAL RISK MANAGEMENT

The Company is exposed to various financial instrument risks and assesses the impact and likelihood of this exposure. These risks include credit risk, liquidity risk, interest rate risk, and currency risk. Where material, these risks are reviewed and monitored by the Board of Directors.

a. Capital management

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders. The Company considers the items included in shareholders' equity as capital. The Company manages the capital structure and makes adjustments to it in response to changes in economic conditions and the risk characteristics of the underlying assets. The Company's primary objective with respect to its capital management is to ensure that it has sufficient cash resources to fund the development of its business.

To secure the additional capital necessary to pursue these plans, the Company intends to raise additional funds through equity or debt financing. The Company is not subject to any capital requirements imposed by a regulator.

b. Credit risk

The Company's credit risk is primarily attributable to bank balances and loans receivable. The Company limits its credit exposure on cash held in bank accounts by holding its key transactional bank accounts with international financial institutions. Management believes that the credit risk to be minimal.

8. FINANCIAL AND CAPITAL RISK MANAGEMENT (continued)

c. Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at December 31, 2017, the Company had a cash and cash equivalents balance of $839,094 (June 30, 2017 - $194,715) and current accounts payable and accrued liabilities of $155,383 (June 30, 2017 - $40,826). All of the Company's financial liabilities have or are treated with maturities of less than one year, and are subject to normal trade terms. Management is considering different alternatives to secure adequate debt or equity financing to meet the Company short term and long term cash requirement.

d. Interest rate risk

Interest risk is the risk that the fair value or future cash flows will fluctuate as a result of changes in market risk. The Company's sensitivity to interest rates is currently immaterial.

9. FAIR VALUE

The fair value measurements use a fair value hierarchy that reflects the significance of the inputs used in making the measurements on a recurring basis. The Company does not have any non-recurring fair value measurements.

Measurement is determined on the basis of the lowest level input that is significant to the fair value measurement in its entirety. The fair value hierarchy has the following levels:

a. Quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1).
b. Inputs other than quoted prices included within Level 1 that are observable for the asset or liability either directly (that is, as prices) or indirectly (that is, derived from prices) (Level 2).
c. Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (Level 3).

The carrying amounts for cash and cash equivalents are measured at Level 1.

10. RELATED PARTY TRANSACTIONS

Included in loans receivable is $2,727,646 (June 30, 2017 - $491,500) owed by Eviana Inc., a company controlled by the CEO of the Company (Notes 4 & 12). These transactions are in the normal course of operations and are measured at the agreed to amounts, which is the amount of consideration established and agreed to by the related parties.

(Expressed in Canadian dollars)

11. TRANSACTION

In April, 2017, the Company acquired 100% of a private company, 2554191 Ontario Inc. ("2554191") by its parent company at the time, Evitrade, issuing 3,500,000 common shares of Evitrade to the shareholders of 2554191 to complete the acquisition (the "Transaction"). As a result of this Transaction, the Company incurred a loan payable of $10,990,000 to Evitrade equal to the fair value of the shares issued by Evitrade at $3.14 per share.

In accordance with IFRS 3, Business Combinations, the Transaction was an acquisition of a company without real business operations, thus does not constitute a business combination and does not meet the definition of a business under the standard. As a result, the Transaction is accounted for as a capital transaction with the Company being identified as the acquirer and the Transaction being measured at the fair value of the net assets acquired from 2554191. All share capital and deficit of 2554191 were eliminated.

The fair value of net assets of 2554191 at a date of the acquisition were:

Assets:	
Cash	$ 613,765
Other receivables	6,126
Loans Receivable	460,000
Payables	(159,900)
Net assets assumed	$ 919,991
Consideration:	
Long-term loan from Evitrade	$ 10,990,000
Difference recorded as transaction costs	$ 10,070,009

12. OPTION AGREEMENT

On April 3, 2017, and amended and restated on April 4, 2017, the Company signed an option agreement to acquire a 100% interest in Eviana Inc. (Note 4), a company that owns 100% of Intiva Plus doo, a Serbian company that holds certain licenses authorizing the growing of industrial hemp in Serbia. The Company holds the right to exercise the option until March 31, 2019. In order to close on the option, the Company must have previously funded over $3,000,000 to Eviana Inc., and pay an additional $50,000. Upon exercise of the option, the Company must pay an additional $450,000 in nine equal instalments, each $50,000 instalment payable within 30 days of the end of each month in which Eviana Inc. generates consolidated EBITDA of at least $1,000,000.

13. SUBSEQUENT EVENTS

On February 15, 2018, the Board announced it has granted to various directors, officers and consultants of the Company, stock options to acquire an aggregate of 750,000 common shares, at an exercise price of $1.61 per share until February 15, 2023.

On February 28, 2018, the Company announced that effective February 28, 2018, Daniel Bloch has resigned as a director and as President and Secretary of the Company.

Subsequent to period end, 1,698,000 warrants were exercised at a price of $1.25 and 72,000 warrants expired unexercised. In addition, 250,000 options were exercised at a price of $1.00.

EVIANA Health Corporation (formerly, C&C Cosmeceuticals Corp.)

MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE THREE AND SIX MONTHS ENDED DECEMBER 31, 2017, AND 2016

INTRODUCTION

The following Management Discussion & Analysis ("MD&A") is intended to assist in the understanding of the trends and significant changes in the financial condition and results of operations of Eviana Health Corporation (formerly, C&C Cosmeceuticals Corp.) (the "Company") for the three and six months ended December 31, 2017, and 2016. These should be read in conjunction with the unaudited condensed consolidated interim financial statements for the period ended December 31, 2017 and the audited consolidated financial statements for the year ended June 30, 2017. The MD&A has been prepared effective February 26, 2018.

DESCRIPTION OF BUSINESS

EVIANA Health Corporation (formerly, C&C Cosmeceuticals Corp.) (the "Company") was incorporated on July 20, 2011 and the management of the Company intends to commence its business as a consumer marketing company, producing and selling CBDs, from hemp, and selling proprietary natural skincare cosmeceuticals products. The Company has an option to acquire a 100% interest in Eviana Inc., a company that owns 100% of Intiva Plus doo, a Serbian company that holds certain licenses authorizing the growing of industrial hemp in Serbia.

The Company's office and mailing address is 5728 E. Boulevard, Vancouver, British Columbia, V6M 4M4. Effective on May 24, 2017, the Company ceased to be a subsidiary of EVITRADE Health Systems Corp ("Evitrade") (formerly, Auxellence Health Corporation) as Evitrade distributed to its shareholders common shares of the Company. Evitrade is a technology company offering Automated Biomedical Care online for common health problems. The Company trades on the Canadian Securities Exchange under the stock symbol “EHC”.

The Company changed its name to EVIANA Health Corporation on May 12, 2017.

FORWARD LOOKING STATEMENTS

The information set forth in this MD&A contains statements concerning future results, future performance, intentions, objectives, plans and expectations that are, or may be deemed to be, forward-looking statements. These statements concerning possible or assumed future results of operations of the Company are preceded by, followed by or include the words ‘believes,’ ‘expects,’ ‘anticipates,’ ‘estimates,’ ‘intends,’ ‘plans,’ ‘forecasts,’ or similar expressions. Forward-looking statements are not guarantees of future performance. These forward-looking statements are based on current expectations that involve numerous risks and uncertainties, including, but not limited to, those identified in the Risks Factors section. Assumptions relating to the foregoing involve judgments with respect to, among other things, future economic, competitive and market conditions and future business decisions, all of which are difficult or impossible to predict accurately and many of which underlying the forward-looking statements are reasonable, any of the assumptions could prove inaccurate. These factors should be considered carefully, and readers should not place undue reliance on forward-looking statements. The Company has no intention and undertakes no obligation to update or revise any forward-looking statements, whether written or oral that may be made by or on the Company's behalf.

TRENDS

Other than as disclosed in this MD&A, the Company is not aware of any trends, uncertainties, demands, commitments or events which are reasonably likely to have a material effect upon its revenues, income from continuing operations, profitability, liquidity or capital resources, or that would cause reported financial information not necessarily to be indicative of future operating results or financial condition.

GENERAL DEVELOPMENT AND HIGHLIGHTS OF BUSINESS

The Company has not yet commenced any significant commercial activity as of December 31, 2017, aside from work related to the option agreement. Key updates relating to the option agreement are as follows:

- Assembled a Serbian team, led by Dr. Ljiljana Vujotic and Dr. Slobodan Petkovic, which have expertise in the extraction of plant oils, CBDs, and other active ingredients through a proprietary process.
- Acquired and customized farm equipment adapted and modified with a harvester-combine that was used to enhance the harvesting process.

- Purchased a 40,000 sq. ft. facility for hemp processing in the village of Mladenovo, Serbia, which is in close proximity to the harvest. This facility will serve as a key location for processing and storing hemp flower and seed while also maintaining and storing mechanical and farm equipment.
- For CBD extraction, Eviana leased a separate 22,000 sq. ft. pharma grade facility in Belgrade and is currently in the process of site preparation for installation of a CBD extraction line and laboratory equipment.
- Ordered a Supercritical C02 Extractor from Vitalis Extraction Tech, a Canadian company that brands its products as the “highest CO2 extraction equipment on the market today”.
- The Vitalis Oil Extractor has been received at the facility in Belgrade and site preparations and the recommended installation procedures have begun in order to prepare for Vitalis trainers to arrive and begin equipment orientation, and review any and all Good Manufacturing Practices (GMPs) on the use of the Extractor for future certifications.
- 240 bales of hemp straw harvested and stored within the facility, along with the 42 metric tons of organic hemp flowers, trim and seeds harvested this year.
- The Euro Prima herb processing and selection machine has been delivered to the facility, and installation has begun. The herb processing and selection machine is used to refine and package the hemp, resulting in packaged 25kg bags of refined hemp.
- A new tractor and plow have been delivered to the facility in anticipation of plowing and seeding for next year’s harvest. The intention is to harvest 500 hectares next year versus the 130 hectares that was harvested this year, which is an increase of 285%.
- Approximately 200 Ha of land was prepared in January 2018, with land preparation for seeding in April 2018.
- Applications are currently under review to obtain the following licenses:
    - CBD extraction License
    - GMP certification
    - HACCP certification

On February 28, 2018, the Company announced that effective February 28, 2018, Daniel Bloch has resigned as a director and as President and Secretary of the Company.

On February 15, 2018, the Board announced it has granted to various directors, officers and consultants of the Company, stock options to acquire an aggregate of 750,000 common shares, at an exercise price of $1.61 per share until February 15, 2023.

On September 11, 2017, the Company received approval from the Canadian Securities Exchange to list its common shares for trading, and commenced trading at market open on September 12, 2017 under the stock symbol “EHC”.

On August 22, 2017, the Company completed a non-brokered private placement issuing an aggregate of 1,770,000 units, at a price of $1.00 per unit for gross proceeds of $1,770,000. Each unit is comprised of one common share in the capital of the Company and one common share purchase warrant. Each warrant entitles the holder thereof to purchase one common share at a price of $1.25 per common share until February 22, 2018. In September, the Company closed a second tranche of its non-brokered private placement raising an additional $1,500,000 by issuing 1,500,000 units, at a price of $1.00 per unit. Each warrant entitles the holder thereof to purchase one common share at a price of $1.25 per common share until March 11, 2018.

On April 3, 2017, and amended and restated on April 4, 2017, the Company signed an option agreement to acquire a 100% interest in Eviana Inc., a company that owns 100% of Intiva Plus doo, a Serbian company that holds certain licenses authorizing the growing of industrial hemp in Serbia. The Company holds the right to exercise the option until March 31, 2019. In order to close on the option, the Company must have previously funded over $3,000,000 to Eviana Inc., and pay an additional $50,000. Upon exercise of the option, the Company must pay an additional $450,000 in nine equal instalments, each $50,000 instalment payable within 30 days of the end of each month in which Eviana Inc. generates consolidated EBITDA of at least $1,000,000.

In April 2017, the Company acquired 100% of a private company, 2554191 Ontario Inc. ("2554191") by its parent company at the time, Evitrade, issuing 3,500,000 common shares of Evitrade to the shareholders of 2554191 to complete the acquisition. As a result of this transaction, the Company incurred a loan payable to Evitrade equal to the fair value of the shares issued by Evitrade. Subsequently, Evitrade agreed to forgive all amounts payable to it, except for $975,000, as a non-interest bearing note and due 18 months from May 15, 2017. The operations of 2554191 do not meet the definition of a business, hence, the acquisition was not recognized as a business combination but rather as an acquisition of assets.

In April 2017, the Company acquired intellectual property on CBD oil extraction process from Evitrade in exchange for a loan payable $144,000 to Evitrade.

In March, 2017, Evitrade was granted a Final Order from the Supreme Court of BC for the Plan of Arrangement to spin the Company out of Evitrade. The Company transferred to Evitrade all of the remaining development costs in relation to the Decanex proprietary system in return for a loan receivable. Pursuant to the Plan of Arrangement, the Company consolidated its outstanding number of shares from 31,860,000 to 15,390,265 and distributed these 15,390,265 common shares of the Company to the shareholders of Evitrade. All share figures have been adjusted to reflect the share consolidation. Effective on May 24, 2017, the Company ceased to be a subsidiary of Evitrade as Evitrade distributed to its shareholders common shares of the Company.

The Company owned certain assets under development related to an electro-physiologically interactive computing system that interfaces with users via a blood pressure monitor with interactive protocols. In March 2017, the Company transferred all development costs to Evitrade in exchange for a non-secured, non-interest bearing loan receivable from Evitrade in the amount of $1,136,000 with no fixed terms of repayment.

SELECTED QUARTERLY INFORMATION

The following table summarizes the results of operations for the most recent quarters:

	December 31, 2017 $	September 30, 2017 $	June 30, 2017 $	March 31, 2017 $
Total Revenue	-	-	-	-
Net Income (Loss)	(167,031)	(2,547,926)	(1,225,436)	(11,675)
Net Income (Loss) per Share (basic and diluted)	(0.01)	(0.15)	(0.08)	(0.00)
Working Capital (Deficiency)	3,464,228	3,631,259	658,273	895,160
Total Assets	3,619,611	3,738,324	699,099	905,944
Long-term liabilities	-	-	803,697	-

	December 31, 2016 $	September 30, 2016 $	June 30, 2016 $
Total Revenue	-	-	-
Net Income (Loss)	-	-	4
Net Income (Loss) per Share (basic and diluted)	(0.00)	(0.00)	0.00
Working Capital (Deficiency)	(229,165)	(229,165)	(229,165)
Total Assets	1,138,719	1,138,719	1,138,719
Long-term liabilities	-	-	-

During the three months ended December 31, 2017, the Company incurred net loss and comprehensive loss of $167,031 compared to $Nil in the prior year. The change is primarily attributed to consulting expenses of $105,000 (2016 - $Nil) and professional fees of $52,656 (2016 - $Nil). The Company was inactive during the three and six month periods ended December 31, 2016.

LIQUIDITY

(a) The Company is a start-up health products company and therefore has no regular source of income. As a result, its ability to conduct operations, including the development of CBD production and health products, along with the acquisition of additional health products and/or technologies, is based on its current cash and its ability to raise funds, primarily from equity sources, and there can be no assurance that the Company will be able to do so.

(b) Other than as set forth herein, there are no expected fluctuations in the Company's liquidity, taking into account demands, commitments, events or uncertainties.

(c) There are currently no defaults or arrears by the Company on:

   (i) dividend payments, lease payments, interest or principal payment on debt;

   (ii) debt covenants; and

   (iii) redemption or retraction or sinking fund payments.

(d) As of December 31, 2017, the Company has loans receivable of $2,727,646 (June 30, 2017 - $491,500). The loans receivable are non-interest bearing with no fixed terms of repayment and secured by account receivable, equipment, inventory, intellectual property, securities, intangible assets and books and accounts of Eviana Inc. through a general security agreement

(e) As of December 31, 2017, the Company has loans payable of $Nil (June 30, 2017 - $803,697). During the period ended December 31, 2017, the Company converted the entire principal amount of $975,000 into 975,000 common shares of the Company at a price of $1.00 per common share. The difference between the principal amount of $975,000 and the carrying value of $820,298 on the date of conversion was recognized as a loss on settlement of loans payable of $154,702 in the statement of loss and comprehensive loss.

CAPITAL RESOURCES

As of December 31, 2017, the Company had a cash and cash equivalents balance of $839,094 (June 30, 2017 - $194,715) and working capital of $3,464,228 (June 30, 2017 - $658,273). Excluding loans receivable, the working capital is $736,582 (June 30, 2017 - $166,773) as at December 31, 2017.

The Company has been successful raising capital during the period ended December 31, 2017. The Company completed a two tranche non-brokered private placement, issuing 3,270,000 units at a price of $1.00 per unit for total gross proceeds of $3,270,000. Each unit is comprised of one common share and one common share purchase warrant, with each warrant having an exercise price of $1.25, expiring six months from the date of issuance.

Subsequent to period end, 1,698,000 warrants were exercised at a price of $1.25.

OUTSTANDING SHARE DATA

The following securities were outstanding as of the date of the report:

Common shares	22,583,265
Warrants	1,500,000
Stock options	1,750,000
Total fully diluted	25,833,265

During the period ended December 31, 2017, the Company granted to various directors, officers and consultants of the Company, stock options to acquire an aggregate of 1,250,000 common shares, at a price of $1.00 per common share until August 31, 2022. In addition, the Company issued an aggregate of 1,000,000 common shares to consultants of the Company for services provided.

The Company also settled an aggregate of $975,000 of indebtedness through the issuance of an aggregate of 975,000 common shares of the Company.

Subsequent to period end, the Company granted stock options to acquire an aggregate of 750,000 common shares, at an exercise price of $1.61 per share until February 15, 2023. 1,698,000 warrants were exercised at a price of $1.25 and 72,000 warrants expired unexercised. 250,000 options were exercised at a price of $1.00.

FINANCIAL AND CAPITAL RISK MANAGEMENT

The Company is exposed to various financial instrument risks and assesses the impact and likelihood of this exposure. These risks include credit risk, liquidity risk, interest rate risk, and currency risk. Where material, these risks are reviewed and monitored by the Board of Directors.

a. Capital management

   The Company's objectives when managing capital are to safeguard its ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders. The Company considers the items included in shareholders' equity as capital. The Company manages the capital structure and makes adjustments to it in response to changes in economic conditions and the risk characteristics of the underlying assets. The Company's primary objective with respect to its capital management is to ensure that it has sufficient cash resources to fund the development of its business.

   To secure the additional capital necessary to further develop the business, the Company intends to raise additional funds through equity or debt financing. The Company is not subject to any capital requirements imposed by a regulator.

b. Credit risk

   The Company's credit risk is primarily attributable to bank balances and loans receivable. The Company limits its credit exposure on cash held in bank accounts by holding its key transactional bank accounts with international financial institutions. Management believes that the credit risk to be minimal.

c. Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at December 31, 2017, the Company had a cash and cash equivalents balance of $839,094 (June 30, 2017 - $194,715) and accounts payable and accrued liabilities of $155,383 (June 30, 2017 - $40,826) All of the Company's financial liabilities have or are treated with maturities of less than one year, and are subject to normal trade terms. Management is considering different alternatives to secure adequate debt or equity financing to meet the Company short term and long term cash requirement.

d. Interest rate risk

Interest risk is the risk that the fair value or future cash flows will fluctuate as a result of changes in market risk. The Company's sensitivity to interest rates is currently immaterial.

OFF BALANCE SHEET ARRANGEMENTS

As at December 31, 2017, the Company had no off-balance sheet arrangements.

TRANSACTIONS WITH RELATED PARTIES

Included in loans receivable is $2,727,646 (June 30, 2017 - $491,500) owed by Eviana Inc., a company controlled by the CEO of the Company.

These transactions are in the normal course of operations and are measured at the agreed to amounts, which is the amount of consideration established and agreed to by the related parties.

NEW STANDARDS AND INTERPRETATIONS NOT YET APPLIED

Standards issued but not yet effective up to the date of issuance of the Company's unaudited condensed consolidated interim financial statements are listed below. This listing is of standards and interpretations issued, which the Company reasonably expects to be applicable at a future date. The Company intends to adopt this standard when it becomes effective. The following pronouncements are being assessed to determine its impact on the Company's results and financial position:

IFRS 9 Financial Instruments

'Financial Instruments' is part of the IASB's wider project to replace IAS 39 'Financial Instruments: Recognition and Measurement'. IFRS 9 retains but simplifies the mixed measurement model and establishes two primary measurement categories for financial assets, amortized cost and fair value. The basis of classification depends on the entity's business model and the contractual cash flow characteristics of the financial asset. The standard is effective for annual periods beginning on or after January 1, 2018.

The Company has not early adopted this new standard and is currently assessing the impact that this standard will have on the unaudited condensed consolidated interim financial statements.

RISKS AND UNCERTAINTIES

Health Products Industry

The health products industry, hemp seed oil for nutritional supplements, hemp cosmetics and CBD extracts involve significant risks, which even a combination of careful evaluation, experience and knowledge may not eliminate. While the development of a technology may result in substantial rewards, marketing will also play a significant role in developing the company and its level of success. Major expenses may be required to establish the CBD production and health products along with a recognized brand to be accepted in the marketplace. There is no certainty that current CBD production plans, health products, business plan, and marketing strategies of the Company will result in profitable commercial sales. Whether the Company will be commercially viable depends on a number of factors, some of which are the particular attributes of the industry the technology is geared toward and the existing infrastructure, as well as competitors' strategies and market factors. Some of these are cyclical and government regulations, including regulations relating to medical devices and consumer health products.

The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital. Health care product operations generally involve a high degree of risk. The Company's operations are subject to all the hazards and risks normally encountered in the health care industry. Although adequate precautions to minimize risk will be taken, operations are subject to hazards that are unforeseeable or beyond the Company's control and their consequent liability.

Some of these risks include the following:

The Company currently has no products for sale and cannot guarantee that it will ever have marketable products or services. Risks in design, development and manufacture of a consumer health product which may have an adverse effect on a person's health.

If a significant portion of these development efforts are not successfully completed, required regulatory approvals are not obtained, or any approved products are not commercially successful, the Company's business, financial condition, and results of operations may be materially harmed

The Company's product may never achieve market acceptance even if the Company obtains regulatory approvals to sell and market its products.

The Company's activities are directed towards Hemp oil productions for cosmetics and nutritional supplements, CBD production and general health product sectors of the consumer health care industry. There is no certainty that any expenditures to be made by the Company as described herein will result in market acceptance of the Company's product or service offerings. There is aggressive competition within the Hemp oil, CBD production and health products marketplaces. The Company will compete with other interests, many of which have greater financial resources than it will have for marketing towards target consumers. Significant capital investment is required to achieve commercialization from the current start-up and development stage of the Company.

Government Regulation

The consumer health products industry is subject to various federal, and provincial laws and regulations on, standards, claims, safety, efficacy and other matters. Regulatory approvals by government agencies on the Company's products and CBD production may be withheld or not granted at all and if granted may be subject to recalls which would materially affect the Company.

Although the Company's activities are currently carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail development, production, manufacture, product claims, marketing or commercialization. Amendments to current laws and regulations governing operations and activities of the consumer health industry or more stringent implementation thereof could have a substantial adverse impact on the Company.

Uninsured Risks

The Company may carry insurance to protect against certain risks in such amounts as it considers adequate. Risks not insured against include key person insurance as the Company heavily relies on its officers.

Conflicts of Interest

Certain directors of the Company also serve as directors and/or officers of other companies involved in other business ventures. Consequently, there exists the possibility for such directors to be in a position of conflict. Any decision made by such directors involving the Company will be made in accordance with their duties and obligations to deal fairly and in good faith with the Company and such other companies. In addition, such directors will declare, and refrain from voting on, any matter in which such directors may have a conflict of interest.

Negative Operating Cash Flows

As the Company is at the early start-up stage it may continue to have negative operating cash flows. Without the injection of further capital and the development of revenue streams from its business, the Company may continue to have negative operating cash flows until it can be sufficiently developed to commercialize.

Risks Related as a Going Concern

The ability of the Company to continue as a going concern is uncertain and dependent upon its ability to achieve profitable operations, obtain additional capital and receive continued support from its shareholders. Management of the Company will have to raise capital through private placements or debt financing and proposes to continue to do so through future private placements and offerings. The outcome of these matters cannot be predicted at this time.

Reliance on Key Personnel and Advisors

The Company relies heavily on its officers. The loss of their services may have a material adverse effect on the business of the Company. There can be no assurance that one or all of the employees of, and contractors engaged by, the Company will continue in the employ of, or in a consulting capacity to, the Company or that they will not set up competing businesses or accept positions with competitors. There is no guarantee that certain employees of, and contractors to, the Company who have access to confidential information will not disclose the confidential information.

Licenses, Patents and Proprietary Rights

The Company's success could depend on its ability to protect its intellectual property, including trade secrets, and continue its operations without infringing the proprietary rights of third parties and without having its own rights infringed.

Uncertainty Regarding Penetration of the Target Market

The commercial success of the Company's business as compared with those of its competitors depends on its acceptance by potential users and the medical community. Market acceptance will largely depend on the reputation of the Company, its marketing strategy, consumer and health practitioner's services and performance. The Company's success will depend on its ability to commercialize and expand its network users. The Company will need to expand its marketing and sales operations and establish business relations with suppliers and users in a timely manner.

In order to meet its business objectives, the Company will have to ensure that its facilities and services are safe, reliable and cost-effective, and bring the expected return. There can be no assurance that the Company's products and services will be accepted and recommended.

Competition, Technological Obsolescence

The consumer health products industry competitive. Others in the field may have significantly more financial, technical, distribution and marketing resources. Technological progress and product development may cause the Company's services and product offerings to become obsolete or may reduce their market acceptance.

Operating History and Expected Losses

The Company expects to make significant investments in order to develop its services, increase marketing efforts, improve its operations, conduct research and development and update its equipment. As a result, start-up operating losses are expected and such losses may be greater than anticipated, which could have a significant effect on the long-term viability of the Company.

Reliance on Joint Ventures, License Assignors and Other Parties

The nature of the Company's operations requires it to enter into various agreements with partners, joint venture partners, medical facilities, and medical equipment suppliers in the business world, government agencies, licensors, licensees, and other parties for the successful operation of its businesses and the successful marketing of its services.

There is no guarantee that those with whom the Company needs to deal will not adopt other technologies or that they will not develop alternative business strategies, acting either alone or in conjunction with other parties, including the Company's competitors, in preference to those of the Company.

Growth Management

In executing the Company's business plan for the future, there will be significant pressure on management, operations and technical resources. The Company anticipates that its operating and personnel costs will increase in the future. In order to manage its growth, the Company will have to increase the number of its technical and operational employees and efficiently manage its employees, while at the same time efficiently maintaining a large number of relationships with third parties.

Regulatory Risks

CBDs (Cannabinoids) and health products developed and/or used by the Company are prone to many technological challenges and requirements, and can be subject to the regulations and standards imposed by applicable regulatory agencies. There can be no assurance that the Company will be able to comply with all regulations concerning its products or related business.

Potential Liability

The Company is subject to the risk of potential liability claims with respect to its diagnostic and therapeutic solutions. Should such claims be successful, plaintiffs could be awarded significant amounts of damages, which could exceed the limits of any liability insurance policies that may be held by the Company. There is no guarantee that the Company will be able to obtain, maintain in effect or increase any such insurance coverage on acceptable terms or at reasonable costs, or that such insurance will provide the Company with adequate protection against potential liability.

CONTACT

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