AUMENTO CAPITAL IV CORPORATION

FILING STATEMENT
with respect to a Qualifying Transaction
pursuant to Policy 2.4 of the TSX Venture Exchange with
Life Choices Natural Food Corp. to be renamed

GREENSPACE BRANDS INC.

APRIL 13, 2015

Neither the TSX Venture Exchange Inc. (the "Exchange") nor any securities regulatory authority has in any way passed upon the merits of the Qualifying Transaction described in this Filing Statement.

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FORWARD-LOOKING STATEMENTS

This Filing Statement contains forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as “plans”, “expects” or “does not expect”, “is expected”, “estimates”, “intends”, “anticipates” or “does not anticipate”, or “believes”, or variations of such words and phrases or statements that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved.

In particular and without limitation, this Filing Statement contains forward-looking statements pertaining to the following:

- completion of the Transaction;
- details concerning the Resulting Issuer that assume completion of the Transaction;
- statements of intention with respect to the business and operations of the Resulting Issuer;
- expectations regarding the ability to raise capital and grow through acquisitions;
- growth strategy and opportunities;
- expectations of marketing expenditure programs;
- the amount and use of the net proceeds from the Private Placement; and
- the exercise of the Overallotment Option and the use of the net proceeds therefrom.

Forward-looking statements involve known and unknown risks, estimates, assumptions, uncertainties and other factors which may cause the actual results, performance or achievements of the Corporation, Life Choices or Resulting Issuer to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. These forward-looking statements include the Resulting Issuer’s belief or expectations relating to the following and, in certain cases, the Resulting Issuer’s response thereto:

- its ability to source target companies and grow through acquisitions as well as internal expansion;
- its ability to integrate acquisition targets;
- its ability to obtain necessary capital;
- its ability to satisfy the conditions of the Definitive Agreement;
- its ability to satisfy the conditions of the Exchange with respect to the Transaction;
- consumer demand and changes in consumer preferences;
- government regulation, including food and beverage regulation;
- costs associated with compliance with government regulations;
- taxation policies;
- product liability;
- anticipated and unanticipated costs;
- increased distribution of products;
- the integration of its brands and the resulting impact thereof;
- the introduction of new products and the discontinuation of existing products;
- seasonality;
- the use of promotional incentives;
- research and development activities undertaken by the Resulting Issuer and third parties;
- the continued use of current co-packers and the availability of alternative co-packers;
- trademarks, copyrights and other intellectual property rights;
- the outcome of legal proceedings;
- the economy generally;
- conditions in the target market of the Resulting Issuer, including competitive conditions;
- the economic condition of the Resulting Issuer’s competitors;
- the global financial crisis;
- the availability and cost of raw materials;
- the availability of natural ingredients;
- the retention of key personnel; and

- stock market volatility.

Additional factors that may impact forward-looking statements are noted in this Filing Statement under "Risk Factors". The Corporation and Life Choices anticipate that subsequent events and developments may cause their views to change and the Corporation and Life Choices specifically disclaim any obligation to update these forward-looking statements. These forward-looking statements should not be relied upon as representing the views of the Corporation, Life Choices or the Resulting Issuer as of any date subsequent to the date of this Filing Statement. Although the Corporation, Life Choices and the Resulting Issuer have attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. Readers should not place undue reliance on forward-looking statements. The factors identified above are not intended to represent a complete list of the factors that could affect the Corporation, the Resulting Issuer or Life Choices.

GENERAL DISCLOSURE INFORMATION

No person has been authorized by the Corporation or Life Choices to give any information or make any representations in connection with the Transaction herein described other than those contained in this Filing Statement and, if given or made, any such information or representation must not be relied upon as having been authorized by the Corporation or Life Choices, as applicable.

References to "management" in this Filing Statement mean the executive officers the Corporation or Life Choices, as applicable. Any statements in this Filing Statement made by or on behalf of management are made in such persons' capacities as officers of the Corporation and Life Choices, as applicable, and not in their personal capacities.

All information contained in this Filing Statement with respect to the Corporation has been supplied by the Corporation for inclusion herein, and with respect to that information, Life Choices and their respective directors and officers have relied solely on the Corporation. Based on its due diligence conducted in this respect, Life Choices has no reason to believe that such information is not accurate.

All information contained in this Filing Statement with respect to Life Choices has been supplied by Life Choices for inclusion herein, and with respect to that information, the Corporation and its directors and officers have relied solely on Life Choices. Based on its due diligence conducted in this respect, the Corporation has no reason to believe that such information is not accurate.

A securityholder should rely only on the information contained in this Filing Statement and should not rely on certain parts of this Filing Statement to the exclusion of others. The information contained in this Filing Statement is accurate only as of the date of this Filing Statement, regardless of the time of delivery of this Filing Statement or any sale of securities under the Private Placement. The Corporation's, as well as Life Choices', business, financial condition, results of operations and prospects may have changed since the date of this Filing Statement.

Unless otherwise stated, the information contained in this Filing Statement with respect to the share capital of the Corporation and the Resulting Issuer does not assume the completion of the Share Consolidation.

The unaudited *pro forma* consolidated financial statements of the Resulting Issuer are based on management assumptions and adjustments which are inherently subjective. The unaudited *pro forma* consolidated financial statements may not be indicative of the consolidated financial position and consolidated results of operations that would have occurred if the transactions had taken place on the dates indicated or of the consolidated financial position or consolidated operating results which may be obtained in the future. The consolidated actual financial position and consolidated results of operations of the Resulting Issuer for any period following the closing of the transactions contemplated by this Filing Statement will likely vary from the amounts set forth in the unaudited *pro forma* consolidated financial statements and such variation may be material.

Definitions and Selected Abbreviations

Various terms used in this Filing Statement, including the cover pages, are defined under "Glossary". Unless the context otherwise requires, use in this Filing Statement of the "Resulting Issuer", "we", "us" or "our" means the Resulting Issuer and assumes that the steps outlined under the Section entitled "*Summary of Filing Statement – Qualifying Transaction*" have been completed and that the Resulting Issuer is directly or indirectly carrying on the business currently conducted by Life Choices.

Certain Information

Unless otherwise indicated or the context otherwise requires, all dollar amounts in this Filing Statement are in Canadian dollars. Aggregated figures in graphs, charts and tables contained in this Filing Statement may not add due to rounding. Historical statistical data and/or historical returns do not necessarily indicate future performance. Unless otherwise indicated, the market and industry data contained in this Filing Statement is based upon information from industry and other publications and the knowledge of management and experience of Life Choices in the markets in which Life Choices operates. While management of Life Choices believes this data is reliable, market and industry data is subject to variations and cannot be verified with complete certainty due to limits on the availability and reliability of raw data, the voluntary nature of the data gathering process and other limitations and uncertainties inherent in any statistical survey. Neither the Corporation nor Life Choices has independently verified any of the data from third-party sources referred to in this Filing Statement or ascertained the underlying assumptions relied upon by such sources.

Words importing the singular number include the plural and vice versa, and words importing any gender include all genders.

Cautionary Note Regarding Non-IFRS Measures

This document includes non-IFRS financial measures. Generally, a non-IFRS financial measure is a numerical measure of a company's performance, financial position or cash flows that either excludes or includes amounts that are not normally excluded or included in the most directly comparable measure calculated and presented in accordance with IFRS and are not measures of financial performance (nor do they have standardized meanings) under IFRS. In evaluating these measures, securityholders should consider that the methodology applied in calculating such measures may differ among companies and analysts.

The Corporation uses both IFRS and certain non-IFRS measures to assess performance. Management believes these non-IFRS measures provide useful supplemental information to securityholders in order that they may evaluate the company's financial performance using the same measures as management. Management believes that, as a result, the securityholder is afforded greater transparency in assessing the financial performance of the Corporation. These non-IFRS financial measures should not be considered as a substitute for, nor superior to, measures of financial performance prepared in accordance with IFRS.

GLOSSARY

The following terms used in this Filing Statement have the meanings set forth below.

"**Affiliate**" means a Company that is affiliated with another Company as described below:

A Company is an "Affiliate" of another Company if:

a) one of them is the subsidiary of the other, or

b) each of them is controlled by the same Person.

A Company is "controlled" by a Person if:

a) voting securities of the Company are held, other than by way of security only, by or for the benefit of that Person, and

b) the voting securities, if voted, entitle the Person to elect a majority of the directors of the Company.

A Person beneficially owns securities that are beneficially owned by:

a) a Company controlled by that Person, or

b) an Affiliate of that Person or an Affiliate of any Company controlled by that Person;

"**Agency Agreement"** means the agency agreement to be entered into as of the date of the Closing among Life Choices, the Corporation and the Private Placement Agent;

"**Agent's IPO Options**" means the options to purchase up to 101,430 Common Shares at an exercise price of $0.60 per share until September 16, 2015 issued to the IPO Agent, pursuant to an agency agreement with the Corporation in connection with the Corporation's IPO;

"**Amalco"** means the OBCA company formed pursuant to the Amalgamation, which will be a wholly-owned subsidiary of the Resulting Issuer;

"**Amalgamation**" means the amalgamation of Life Choices with Aumento Subco to create Amalco, a wholly-owned subsidiary of Aumento;

"**Ambrosia**" means Ambrosia Natural Foods Limited;

"**Associate**" when used to indicate a relationship with a Person or Company, means

a) an issuer of which the Person or Company beneficially owns or controls, directly or indirectly, voting securities entitling him to more than 10% of the voting rights attached to outstanding securities of the issuer,

b) any partner of the Person or Company,

c) any trust or estate in which the Person or Company has a substantial beneficial interest or in respect of which a Person or Company serves as trustee or in a similar capacity,

d) in the case of a Person, a relative of that Person, including

    (i) that Person's spouse or child, or
    (ii) any relative of the Person or of his spouse who has the same residence as that Person;

but

e) where the Exchange determines that two persons shall, or shall not, be deemed to be associates with respect to a Member firm, Member corporation or holding company of a Member corporation, then such determination shall be determinative of their relationships in the application of Rule D with respect to that Member firm, Member corporation or holding company;

"**Aumento Subco**" means 2460889 Ontario Inc., a wholly-owned subsidiary of Aumento incorporated to complete the Amalgamation;

"**Big Carrot**" means 546073 Ontario Limited, operating as The Big Carrot™;

"**Board**" means the board of directors of the Corporation or the Resulting Issuer, as the context requires;

"**CEO**" means Chief Executive Officer;

"**CFO**" means Chief Financial Officer;

"**CLA**" means conjugated linoleic acids;

"**Closing**" means the closing of the Private Placement, the completion of the Amalgamation and the Qualifying Transaction;

"**Common Shares**" means the common shares of the Corporation or the Resulting Issuer, as the context requires;

"**Control Person**" means, in respect of an issuer, any person or company that holds or is one of a combination of persons or companies that holds a sufficient number of any of the securities of an issuer so as to affect materially the control of that issuer, or that holds more than 20% of the outstanding voting securities of an issuer, except where there is evidence showing that the holder of those securities does not materially affect the control of the issuer;

"**Corporation**" or "**Aumento**" means Aumento Capital IV Corporation, a corporation incorporated under the laws of the Province of Ontario on June 11, 2013;

"**CPC**" means a corporation:

(a) that has filed and obtained a receipt for a preliminary CPC Prospectus from one or more of the securities regulatory authorities in compliance with the CPC Policy; and

(b) in regard to which the Final Exchange Bulletin has not yet been issued;

"**Company**" unless specifically indicate otherwise, means a corporation, incorporated association or organization, body corporate, partnership, trust, association or other entity other than an individual;

"**Definitive Agreement**" means the agreement entered into on April 13, 2015 among Aumento, Aumento Subco, and Life Choices setting out the terms and conditions of the Transaction;

"**DFC**" means the Dairy Farmers of Canada marketing organization, the national policy, lobbying and promotional organization representing Canada's farmers living on dairy farms;

"**DFO**" means, the Dairy Farmers of Ontario marketing organization, the marketing group for the largest sector of Ontario agriculture, owned and operated by the farmer families of Ontario's dairy farmers;

"**Escrow Agent**" means Olympia Transfer Services Inc., 120 Adelaide St. West, Suite 920, Toronto, Ontario, M5H 1T1 (now Computershare Trust Company of Canada, 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1);

"**Escrow Agreement**" means the Form 2F – *CPC Escrow Agreement* dated August 21, 2013 among the Corporation, the Escrow Agent and certain shareholders of the Corporation;

“**Exchange**” means the TSX Venture Exchange;

“**Filing Statement**” means this filing statement;

“**Final Exchange Bulletin**” means the Bulletin which is issued by the Exchange following closing of the Qualifying Transaction and the submission of all required documentation and that evidences the Exchange’s acceptance of the Qualifying Transaction;

“**Financial Statements of Life Choices**” means the audited consolidated financial statements of Life Choices as at March 31, 2014 and for the year then ended, with unaudited comparative financial statements as at March 31, 2013 and 2012 and the unaudited consolidated interim financial statements for the nine months ended December 31, 2014 with unaudited comparatives as at December 31, 2013;

“**IFRS**” means International Financial Reporting Standards;

“**Insider**” if used in relation to an issuer, means:

a) a director or senior office of the issuer,

b) a director or senior officer of the Company that is an Insider or subsidiary of the issuer,

c) a Person that beneficially owns or controls, directly or indirectly, voting shares carrying more than 10% of the voting rights attached to all outstanding voting shares of the issuer, or

d) The issuer itself if it holds any of its own securities;

“**IPO**” means the initial public offering of the Corporation resulting in the distribution of 1,014,300 Common Shares on September 16, 2013;

“**IPO Agent**” means Canaccord Genuity Corp.;

“**Life Choices**” means Life Choices Natural Food Corp., a corporation incorporated pursuant to the laws of the Province of Ontario on May 31, 1999;

“**Life Choices Shares**” means the issued and outstanding common shares of Life Choices;

“**Loblaw**” means Loblaw Companies Limited;

“**Longos**” means Longo Brothers Fruit Markets Inc.;

“**Marche Tau**” means Les Marchés D'aliments Naturels TAU Inc./TAU Natural Food Stores Inc.;

“**MSC Certified**” is a standard assigned to certain fish products by the Marine Stewardship Council of Seattle, Washington, in order to assure customers that the fish product is harvested from a fishery that is well-managed and sustainable and is identified by a blue MSC ecolabel;

“**Meeting**” means the special meeting of the shareholders of the Corporation held on February 10, 2015;

“**Metro**” means Metro Richelieu Inc.;

“**Nature’s Fare**” means Nature’s Fare Markets Ltd.;

“**Nesters**” means Nesters Market, a division of Buy-Low Foods Ltd.;

"**Non-Arm's Length Party**" means in relation to a Company, a promoter, officer, director, other Insider or Control Person of that Company (including an issuer) and any Associates or Affiliates of any of such Persons. In relation to an individual, it means any Associate of the individual or any Company of which the individual is a promoter, officer, director, Insider or Control Person;

"**Non-Arm's Length Qualifying Transaction**" means a proposed Qualifying Transaction where the same party or parties or their respective Associates or Affiliates control the CPC and the Significant Assets which are to be the subject of the proposed Qualifying Transaction;

"**OBCA**" means the *Business Corporations Act* (Ontario);

"**Option Plan**" means the incentive stock option plan adopted by the Corporation on May 1, 2014;

"**Overallotment Option**" means the option of the Agent, exercisable up to 48 hours before the closing of the Private Placement, to purchase up to an additional 15% of the number of Life Choices Shares sold under the Private Placement at a price per share equal to the subscription price per Life Choices Share in the Private Placement;

"**Overwaitea**" means Overwaitea Food Group Ltd.;

"**Policy**" means the Exchange's Policy 2.4, "Capital Pool Companies";

"**President's List**" means subscribers to the Private Placement that are principals of Life Choices, existing shareholders of Life Choices or that originate from principals of Life Choices;

"**Private Placement**" means the private placement of approximately 3,897,059 Life Choices Shares (post-Share Split), for gross proceeds of approximately $5,300,000 (excluding the exercise of the Overallotment Option);

"**Private Placement Agent**" means Canaccord Genuity Corp.;

"**Private Placement Broker Fee**" means the cash commission equal to 7.0% of the gross proceeds of the Private Placement, including any proceeds raised upon the exercise of the Overallotment Option and any President's List orders that are in each case less than $150,000, but excluding any President's List orders that are in each case over $150,000, which orders shall have a cash commission of 3.5% applied to them;

"**Private Placement Broker Options**" means the options granted by the Corporation to the Private Placement Agent to purchase Life Choices Common Shares (which upon Amalgamation will be exchanged for equivalent options to purchase Common Shares of the Resulting Issuer) equal to 7.0% of the number of Life Choices Common Shares issued in respect of the Offering, including those Common Shares in respect of the Overallotment Option and including any Common Shares issued with respect to President's List orders that are in each case under $150,000, but excluding those Common Shares issued to President's List subscribers where in each case such persons subscribe for over $150,000 of Common Shares, which orders for which options equal to 3.5% shall be issued, each such option exercisable at $1.36 for a period of 24 months from the date of issuance;

"**Private Placement Issue Price**" means $1.36;

"**Pro Forma Financial Statements"** means the pro forma balance sheet of the Resulting Issuer as at September 30, 2014 and for the nine months then ended, and which are attached to this Filing Statement as Schedule "C";

"**Qualifying Transaction**" means a transaction whereby a CPC acquires Significant Assets other than cash, by way of purchase, amalgamation, merger or arrangement with another company or by other means, and, specifically in the case of the Corporation, means the Transaction, as more particularly described herein;

"**Resulting Issuer**" means the Corporation following completion of the Transaction;

"**Resulting Issuer Shares**" means common shares in the capital of the Resulting Issuer;

"**Safeway**" means Canada Safeway Limited;

"**Share Consolidation**" means the proposed consolidation of all of the issued and outstanding Common Shares of the Corporation on the basis of one Aumento Common Shares being issued for every two Aumento Common Shares issued and outstanding immediately prior to the consolidation;

"**Share Split**" means the 1 to 4.364521 split of Life Choices Shares, expected to be completed prior to the closing the Private Placement and the completion of the Amalgamation;

"**Significant Assets**" means one or more assets or businesses which, when purchased, optioned or otherwise acquired by the CPC, together with any concurrent transactions, would result in the CPC meeting the initial listing requirements of the Exchange;

"**Sobeys**" means Sobeys Inc.;

"**SQF Certified**" means the Safe Quality Food Program, which is recognized by the Global Food Safety Initiative (GFSI) and links primary production certification to food manufacturing, distribution and agent/broker management certification.

"**Stock Options**" means options to purchase Common Shares under the Option Plan;

"**TEFG**" means, The Everyday Fundraising Group, a wholly-owned subsidiary of Life Choices incorporated under the laws of Canada;

"**Transfer Agency and Registrar Agreement**" means the Transfer Agency and Registrar Agreement dated August 21, 2013 between the Corporation and Olympia Transfer Services Inc., 120 Adelaide St. West, Suite 920, Toronto, Ontario M5H 1T (now Computershare Trust Company of Canada, 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1);

"**Transaction**" means, the arm's length Qualifying Transaction pursuant to which the Corporation proposes to acquire all of the issued and outstanding securities of Life Choices in exchange for similar securities of the Corporation pursuant to the Definitive Agreement;

"**US**" means, the United States of America; and

"**Whole Foods**" means Whole Foods Market Canada, Inc.

SUMMARY OF FILING STATEMENT

The following is a summary of information related to the Corporation, Life Choices and the Resulting Issuer (assuming completion of the Transaction) and should be read together with the more detailed information and financial data and statements contained elsewhere in this Filing Statement.

General

The Corporation was incorporated under the OBCA on June 11, 2013 and completed the IPO of Common Shares as a CPC on September 16, 2013. The Common Shares of the Corporation were accepted for trading on the Exchange on September 13, 2013. The Corporation's business has been restricted to the identification and evaluation of potential acquisitions or interests that could lead to the completion of its Qualifying Transaction in accordance with the Policy.

Life Choices was incorporated under the OBCA on May 31, 1999. Life Choices offers premium convenience, natural meat products to Canadian consumers, featuring grass fed and/or pasture raised meat that is raised without the use of added hormones and antibiotics. Life Choices' products include hot dogs, burgers, sausages, breaded chicken, breaded fish, pizzas and more. Life Choices also owns Rolling Meadow Dairy, a grass fed milk business, Yamba Yogurt, an Australian style yogurt business, and Holistic Choice, a natural pet food product line. All the brands are wholly-owned by Life Choices and are for sale in a variety of natural and mass food retail locations across Canada.

The Qualifying Transaction

Management of the Corporation has selected Life Choices as an appropriate acquisition for its Qualifying Transaction. Immediately prior to the Amalgamation, the Corporation will complete the Share Consolidation, consolidating the shares of the Corporation on a 2:1 basis. The Share Consolidation was approved by shareholders of the Corporation at the Meeting.

The Corporation, Aumento Subco and Life Choices have entered into the Definitive Agreement pursuant to which Life Choices will amalgamate with Aumento Subco to form an amalgamated company, to be named Life Choices Natural Food Corp. Prior to the Amalgamation and the Private Placement, Life Choices will implement the Share Split; a 1 to 4.364521 split of its existing shares. Pursuant to the Amalgamation, each Life Choices Share will be exchanged for one Resulting Issuer Share. As a result of the Amalgamation, the property of each of Life Choices and Aumento Subco will become the property of Amalco, and Amalco will continue to be liable for the obligations of each of Life Choices and Aumento Subco. Amalco will continue to carry on the business and operations of Life Choices as a wholly-owned subsidiary of the Corporation, and the shareholders of Life Choices (inclusive of the Private Placement subscribers) will own approximately 96% of the Resulting Issuer (on a non-diluted basis assuming completion of the Share Consolidation, the Private Placement and the full exercise of the Overallotment Option.)

As a condition to Closing, Life Choices will complete the Private Placement of approximately 3,897,059 Life Choices Shares at a purchase price of $1.36 per share, for gross proceeds of approximately $5.3 million. The Share Split will be completed prior to the closing of the Private Placement. Should the Private Placement Agent exercise its Overallotment Option in full an additional 584,559 Life Choices Shares will be issued for gross proceeds of $795,000. Proceeds from the Private Placement will be used to pay for the costs of the Transaction, repayment of debt, potential acquisitions and to fund ongoing working capital requirements. The Private Placement Agent will act as agent to Life Choices to sell Life Choices Shares on a commercially reasonable efforts basis in connection with the Private Placement, and shall receive as compensation: (a) the Private Placement Broker Options; (b) the Private Placement Broker Fee; and (c) the payment of its reasonable expenses, including certain legal fees.

The Share Consolidation will only be completed in furtherance of the Amalgamation and/or the Qualifying Transaction.

The Transaction is subject to certain conditions, including but not limited to: the completion of the Private Placement, obtaining the approval of shareholders of Life Choices, if necessary, no material adverse change occurring in either of Life Choices or the Corporation until the Closing, receiving all necessary regulatory and third party approvals, and the Exchange being satisfied that after completion of the Transaction the Corporation will meet the Exchange's listing requirements in order to become classified as a Tier 1 issuer in the Industrial Segment for purposes of the policies of the Exchange.

The Resulting Issuer

Following the Closing, Life Choices will be a wholly-owned subsidiary of the Resulting Issuer. The name of the Resulting Issuer will be changed to "GreenSpace Brands Inc." The name change was approved by shareholders of the Corporation at the Meeting. The capital structure of the Resulting Issuer will be unchanged, other than for the Share Consolidation and the security issuances contemplated by the Transaction. Upon completion of the Transaction and subject to the approval of the Exchange, the Resulting Issuer will be classified as a Tier 1 issuer in the Industrial Segment for purposes of the policies of the Exchange. The Resulting Issuer will carry on the business of Life Choices, being the business of developing, marketing and selling premium convenience natural food products to Canadian consumers. Life Choices currently has four main product lines, namely: natural meat products, snacking and convenience products, natural dairy products and natural pet food products.

Interest of Insiders, Promoters or Control Persons

No Insider, promoter, or Control Person of the Corporation or its Associates and Affiliates (before giving effect to the Transaction) has any interest in Life Choices.

Arm's Length Transaction

The Transaction does not constitute a Non Arm's Length Qualifying Transaction within the meaning of the Policy.

Available Funds

The following table sets forth the estimated total funds available to the Resulting Issuer upon completion of the Transaction and the Private Placement:

Source	**Amount (Minimum)**	**Amount (Maximum)**[1]
Working capital as of January 31, 2015	$512,877	$512,877
Funds raised from Private Placement	$5,300,000	$6,095,000
Estimated Fees and expenses of the Transaction	(874,000)	($930,000)
Available Funds	$4,938,877	$5,677,877

Notes:
(1) Assuming full exercise of the Overallotment Option.

See "*Information Concerning the Resulting Issuer – Available Funds and Principal Uses"* for more information.

The Resulting Issuer currently intends to use the funds available for the following purposes:

Use	Amount (Minimum)	Amount (Maximum)
Estimated Available Funds	$4,938,877	$5,677,877
Debt Repayment	($950,000)	($950,000)
Repayment of related party liability	($300,000)	($300,000)
New product/brand launches	($1,200,000)	($1,200,000)
Marketing	($700,000)	($700,000)
Working Capital[(1)]	($600,000)	($1,000,000)
Potential Acquisitions[(2)]	($950,000)	($1,300,000)
Total Anticipated Use of Funds	$4,700,000	$5,450,000
Total Unallocated Funds	$238,877	$277,877

Notes:

(1) Inventory levels will ultimately be determined by sales and the success of new brand/product launches. Inventory purchases will be paid for from available working capital.

(2) Following the Closing the Resulting Issuer intends to pursue businesses and/or technologies that management considers a strategic fit with its business. Life Choices currently has no commitments for any acquisitions.

The Resulting Issuer currently intends to spend the funds available to it on completion of the Transaction and as set out above. There may be circumstances, where, for sound business reasons, a reallocation of funds may be necessary.

Selected Pro Forma Financial Information

As a CPC, the business of the Corporation consists solely of identifying a suitable Qualifying Transaction.

The table below sets out certain pro forma financial data for the Resulting Issuer, assuming the completion of the Transaction, in respect of the periods for which financial information is provided elsewhere in this Filing Statement. The summary unaudited pro forma consolidated financial information below is derived from the Pro Forma Financial Statements and should be read in conjunction with the Pro Forma Financial Statements, related notes and other financial information appearing elsewhere in this Filing Statement.

	As at September 30, 2014 (unaudited)
Total Assets	$6,860,231
Total Liabilities	$1,917,932

Market for Securities

The Common Shares are listed on the Exchange under the trading symbol “ACV.P”. The closing market price of the Common Shares immediately prior to the announcement of the letter of intent concerning the Transaction on November 25, 2014 was $0.60. It is anticipated that the Common Shares will resume trading on the Exchange upon completion of the Transaction under the symbol “JTR”. There is currently no public market for the Life Choices Shares.

Conflicts of Interest

There are potential conflicts of interest to which the directors and officers of the Corporation will be subject in connection with the operations of the Corporation. Some of the directors and officers of the Corporation have been and will continue to be engaged in the identification and evaluation, with a view to potential acquisition of interests in businesses and corporations on their own behalf and on behalf of other corporations, and situations may arise where the directors and officers will be in direct competition with the Corporation. Conflicts, if any, will be subject to the procedures and remedies under the OBCA.

Interest of Experts and Consultants

David Danziger is a Director and Chief Executive Officer of the Corporation and is also a partner at the audit firm MNP LLP. MNP LLP provides audit services to Life Choices and are the proposed auditors for the Resulting Issuer. MNP is independent within the meaning of the Rules of Professional Conduct of the Chartered Professional Accountants of Ontario with respect to Life Choices. MNP will remain independent of the Resulting Issuer as Mr. Danziger will resign from his positions within management and on the board of the Corporation concurrent with the closing of the Transaction and will liquidate his personal security holdings in the Corporation as such security holdings become free-trading Common Shares. Mr. Danziger will also not be involved in the ongoing assurance engagement for the Resulting Issuer. Other than the aforementioned interest and those set out under the heading "Escrowed Securities", no person or company who is named as having prepared or certified a part of the Filing Statement or prepared or certified a report or valuation described or included in the Filing Statement has, or will have upon completion of the Amalgamation, any direct or indirect interest in the Corporation or the Resulting Issuer.

Conditional Approval

The Exchange has conditionally approved the Transaction as the Qualifying Transaction for the Corporation.

Risk Factors

The following risk factors should be carefully considered in evaluating the Corporation, Life Choices, the Resulting Issuer and the Transaction. The risks set out below are not an exhaustive description of all of the risks associated with the business of Life Choices, the Resulting Issuer and the natural foods industry generally. It is believed that these are the factors that could cause actual results to be different from expected and historical results. These risk factors should be read in conjunction with other sections of this Filing Statement which include additional factors that could have an effect on the business and financial performance of the business following the completion of the Transaction. Additional risks and uncertainties not presently known or currently deemed immaterial may also impair business operations. Any of the following risks could materially and adversely affect the Resulting Issuer's business, financial condition and results of operations. The risks discussed below also include forward-looking statements. Securityholders should not rely upon forward-looking statements as a prediction of future results. For a description of the risk factors facing the Corporation as a CPC, please see the Corporation's Prospectus, dated August 29, 2013, available on request made to the Corporation or at the Corporation's profile at www.sedar.com.

Competitive Industry

The prepared food industry in Canada is competitive, consisting of many large and small Canadian and international corporations, some possessing extensive financial resources and experience giving them strategic abilities in the development, sourcing, promotion, marketing, production and sale of product including but not limited to the ability to secure shelf space. Increased competition may have an adverse effect on profitability as it can result in lower sales, lower gross profits and/or greater operating costs.

Constant innovation in product development has been a key factor in Life Choices' ability to compete with other large retail companies. There is a risk that the Resulting Issuer will be unable to develop new products to address consumer needs. Even if the Resulting Issuer identifies new innovations, the cost may be prohibitive, the product's taste may not meet consumer standards, there may be regulatory restrictions on production and advertising and new products may detract sales from existing products minimizing net revenues generated. If the Resulting Issuer is not successful in innovation, there is no assurance it will secure another competitive advantage.

The Resulting Issuer's ability to develop, market, and sell new products at an appropriate price may be hampered by unfavourable terms of sale imposed by its customers, the inability to obtain shelf space for its products at a reasonable cost or, once placed, the inability to secure retailing at an attractive price point. Due to high levels of competition in numerous product categories, significant retailers may demand listing fees, price concessions on products or may become more resistant to price increases for the Resulting Issuer's products. Increased price competition and resistance to price increases may have, a negative effect on results of operations. Competitors, many of whom have greater resources than the Resulting Issuer, vie for the same shelf placement and may offer incentives to the retailers that the Resulting Issuer cannot match.

Existing or future market participants may also compete for the recruitment and retention of qualified employees or for corporate acquisition candidates. Competition for corporate acquisition candidates could have the effect of increasing the price for acquisitions or reducing the number of suitable acquisition candidates.

The Resulting Issuer competes, particularly in the dairy category, with producers of non-premium products that have lower production costs and private labels that have lower marketing costs. Such producers offer conventional products at lower costs than premium products. An economic downturn or other external factor may cause consumers to become price sensitive. This could force the Resulting Issuer to lower its prices, resulting in lower profitability or, in the alternative, cause the Resulting Issuer to lose market share if it fails to lower prices.

Industry Relationships

The Resulting Issuer's ability, including manufacturing or distribution capabilities, and that of its suppliers, business partners and contract manufacturers, to make, move and sell products will be critical to its success. Damage or disruption to the Resulting Issuer's sales abilities or its manufacturing or distribution capabilities due to weather, including any potential effects of climate change, natural disaster, fire or explosion, terrorism, epidemics, pandemics, strikes, repairs or enhancements at its facilities, or other reasons including an increased demand for supplies from the limited number of suppliers, could impair the Resulting Issuer's ability to manufacture, transport or sell its products. Failure to take adequate steps to mitigate the likelihood or potential impact of such events, or to effectively manage such events if they occur, including a rapid response time, could adversely affect the Resulting Issuer's product supply, distribution, relationships, business, financial condition and results of operations, as well as require additional resources to restore its supply chain.

Maintaining Brand Image and Reputation

The success of the Resulting Issuer will depend on its ability to maintain the brand image for Life Choices' existing products, extend its brands to new platforms, and expand its brand image with new product offerings. Underperformance of new product launches can damage overall brand credibility with customers and consumers. Furthermore, the development and introduction of new products requires substantial research, development and marketing expenditures, which the Resulting Issuer may not be able to finance or which it may be unable to recover if the new products do not achieve commercial success and gain widespread market acceptance. If the Resulting Issuer is unsuccessful in its product innovation efforts and demand for its existing products declines, its business could be negatively affected. The Resulting Issuer will seek to maintain, extend, and expand the Life Choices brands and image through marketing investments, including advertising and consumer promotions, and product innovation. Negative public perception of food and beverage marketing could adversely affect the Resulting Issuer and its brand image. It could also lead to increased government regulation, which would result in increased costs to the Resulting Issuer and could affect the Resulting Issuer's ability to maintain, extend and expand its brands. Any adverse publicity concerning marketing practices, natural food regulation or consumer dissatisfaction, relating directly to the Resulting Issuer or relating to the industry as a whole, could damage the Resulting Issuer's reputation and brand image, undermine customer confidence and reduce long-term demand for natural food products.

The impact of adverse publicity on the Resulting Issuer's operations could be magnified due to the rapidly changing media environment. The Resulting Issuer is expected to use social and digital media and online advertising campaigns to market its products. The growing use of social and digital media increases the speed and extent that information or misinformation and opinions can be shared. Negative posts or comments about the Resulting Issuer, its brands or products on social or digital media, whether or not valid, could seriously damage its brands and reputation quickly and the Resulting Issuer will be required to rapidly respond to any negative feedback. If the Resulting Issuer does not manage online interactions and negative feedback as a whole, its product sales, financial condition and operating results could be materially and adversely affected.

Changes in Consumer Preferences and Demand

Consumer preferences evolve over time and the success of the Resulting Issuer's food products depends on its ability to identify the tastes and dietary habits of consumers and to offer products that appeal to their preferences, including concerns of consumers regarding health and wellness, obesity, product attributes, and ingredients at a competitive cost. Introduction of new products and product extensions require significant development and marketing investment. If the Resulting Issuer's new products fail to meet consumer preferences, or it fails to introduce new and improved products on a timely basis, then the return on new product investment will be less than anticipated. Consequently, the Resulting Issuer's strategy to grow sales and profits with investments in acquisitions, marketing, and innovation will be less successful.

A significant shift in consumer demand away from the Resulting Issuer's products or the Resulting Issuer's failure to maintain its current market position could reduce its sales or the prestige of its brands in its markets, which could have an adverse effect on the Resulting Issuer's results of operations. While the Resulting Issuer continues to diversify its product offerings, developing new products entails risks and it cannot be certain that demand for its products will continue at current levels or increase in the future.

Commodity Supply

The products distributed and/or sold by Life Choices are created using a number of different commodities; primarily meat and dairy products. Commodities can be subject to price volatility caused by commodity market fluctuations, supply and demand, currency fluctuations, external conditions such as the environment, the weather, and changes in governmental agricultural and energy policies and regulations. In particular, Life Choices is subject to rules and regulations around supply management systems like the dairy market which could affect its ability to market some of its products. For example, Rolling Meadow milk is currently classified as a 'niche' product by the DFO. Should the DFO change this classification to a 'special' milk class or other, Life Choices would lose certain advantages offered by being classified as 'niche' and competition could increase. Certain of Canada's international trading partners have put pressure on the Federal Government to abolish the supply managed system in dairy, chicken and egg production in Canada, for example, in the Trans-Pacific Partnership negotiations which Canada has recently joined. Although it is unclear what effect the winding down, should it occur, of supply management in Canada would have on Life Choices ability to continue to run the Rolling Meadow or Yamba brands, it is expected that any impact on the Canadian dairy industry would be phased in over a number of years, thus providing Canadian dairy industry participants time to make required adjustments.

Commodity price increases will result in increases in raw material, packaging, energy costs and operating costs. The Resulting Issuer may not be able to increase its product prices and achieve cost savings that fully offset these increased costs and increasing prices may result in reduced sales volume, reduced margins, and profitability. Life Choices purchases certain commodities directly from the source (rather than from a vendor or reseller) which minimizes price fluctuations however, it may not always be possible to do so. The Resulting Issuer may engage in hedging against commodity price increases; these practices reduce, but do not eliminate, the risk of negative profit impacts from commodity price increases. The Resulting Issuer will not be able to fully hedge against changes in commodity prices and the risk management procedures used may not always work as intended.

Reliance on Specific Contracts

A significant amount of Life Choice's product volume is sold through large retail chains, including supermarkets and wholesalers, and a single distributor. These retail chains are becoming more consolidated and, at times, may seek to use their purchasing power to improve their profitability by negotiating lower prices, increasing emphasis on generic and other private-label brands, and increasing promotional programs. Discount retailers continue to challenge traditional retail outlets, which could amplify such acts. These factors, as well as others, could have a negative impact on the availability of the Resulting Issuer's products, as well as its profitability. At times, a retailer may choose to temporarily discontinue sales of one or more of the Resulting Issuer's products as a result of a dispute the Resulting Issuer may be having with that retailer. Additionally, due to high levels of competition in the Resulting Issuer's product categories, certain key retailers may demand listing fees, increases on listing fees or other fee concessions for its products. A dispute with a large retailer that chooses not to sell certain products for a prolonged period of time, or a dispute with its key distributor, could adversely affect the Resulting Issuer's sales volume and/or financial results.

Industry Regulation

The manufacture and marketing of food products for human consumption is extensively regulated. The primary areas of regulation include the processing, packaging, storage, distribution, marketing, advertising, labeling, quality and safety of Life Choices' food products, as well as the health and safety of its employees and the protection of the environment. In Canada, the Resulting Issuer will be subject to regulation by various government agencies, including the Canadian Food Inspection Agency, Agriculture and Agri-Food Canada, as well as various provincial and local agencies. The Resulting Issuer will also be regulated by similar agencies outside of Canada. Management cannot predict the nature of future laws, regulations, interpretations or applications, nor can it determine what effect either additional governmental regulations or administrative orders, when and if promulgated, would have on its business in the future. They could, however, require the reformation of certain products to meet new standards, the recall or discontinuance of certain products not able to be reformulated, additional record keeping, expanded documentation of the properties of certain products, expanded or different labeling and/or scientific substantiation. Changes in regulatory requirements (such as proposed labeling requirements), or evolving interpretations of existing regulatory requirements, may result in increased compliance cost, capital expenditures and other financial obligations that could adversely affect the Resulting Issuer's business or financial results. In addition, the marketing of food products for human consumption has come under increased scrutiny in recent years, and the food industry has been subject to an increasing number of legal proceedings and claims relating to alleged false or deceptive marketing under federal, provincial, state and foreign laws or regulations. Legal proceedings or claims related to the Resulting Issuer's marketing could damage its reputation and/or could adversely affect its business or financial results. Any or all of such changes, requirements, proceedings or claims could have an adverse effect on the Resulting Issuer's results of operations and financial condition.

Food Safety and Product Recalls

The sale of products for human use and consumption involves the risk of injury or illness to consumers. Such injuries may result from inadvertent mislabelling, tampering by unauthorized third parties or product contamination or spoilage. Under certain circumstances, the Resulting Issuer may be required to recall or withdraw products, suspend production of its products or cease operations, which may lead to an adverse effect on the Reporting Issuer's results of operations. In addition, customers may cancel orders for such products as a result of such events. Even if a situation does not necessitate a recall or market withdrawal, product liability claims might be asserted against the Resulting Issuer. While the Resulting Issuer is subject to governmental inspection and regulations and believes its facilities and those of its co-packers and suppliers comply in all material respects with all applicable laws and regulations, if the consumption of any of its products causes, or is alleged to have caused, a health-related illness the Resulting Issuer may become subject to claims or lawsuits relating to such matters. Even if a product liability claim is unsuccessful or is not fully pursued, the negative publicity surrounding any assertion that its products caused illness or physical harm, including the risk of reputational harm being magnified through news articles, blogs, chat rooms and social media sites, could adversely affect the Resulting Issuer's reputation with existing and potential customers and consumers and its corporate brand image. Moreover, claims or liabilities of this type might not be covered by insurance or by any rights of indemnity or contribution that the Resulting Issuer may have against others. The Resulting Issuer maintains product liability insurance in an amount that it believes to be adequate. However, the Resulting Issuer cannot be sure that it will not incur claims or liabilities for which it is not insured or that exceed the amount of its insurance coverage. A product liability judgement against the Resulting Issuer or a product recall could have a material adverse effect on the business, consolidated financial condition, results of operation or liquidity. Additionally, a failure by co-packers to comply with food safety, environmental, or other laws and regulations may disrupt the supply of products or may lead to claims and liabilities.

Energy Costs

The Resulting Issuer could experience an increase in energy costs which could result in higher transportation, freight and other operating costs. The Resulting Issuer's future operating expenses and margins and thus profits are dependent on its ability to manage the impact of cost increases. As the market may not be able to sustain an increase in prices, such cost increases may affect the profitability of the Resulting Issuer.

Dependence on Management and Key Personnel

The Resulting Issuer will strongly depend on the business and technical expertise of its management team and there is little possibility that this dependence will decrease in the near term. The loss of the services of such key personnel may have a material adverse effect on the Resulting Issuer's business, financial condition, results of operations and prospects. The contributions of the existing management team to the immediate and near term operations of the Resulting Issuer are likely to be of importance. In addition, there is competition for qualified personnel in the natural food industry and there can be no assurance that the Resulting Issuer will be able to continue to attract and retain all personnel necessary for the development and operation of its business.

Trademarks and Other Intellectual Property

Life Choices considers its trademarks, particularly certain brand names and product packaging, advertising and promotion design and artwork to be of significant importance to its business and ascribes a significant value to these intangible assets. The Resulting Issuer will rely on trademark and other intellectual property laws and other arrangements to protect its proprietary rights. There can be no assurance that the steps taken by Life Choices to protect any intellectual property rights will preclude competitors from developing confusingly similar brand names or promotional materials. Life Choices has taken reasonable legal steps to ensure its proprietary rights do not infringe upon the proprietary rights of third parties, but there can be no certainty of its success in such protection measures or the impact of such costs on the Resulting Issuer's results of operations.

Labour Costs, Shortages and Labour Relations

The success of the Resulting Issuer's business depends on both hourly and salaried employees. Changes in the general conditions of the employment market could affect the ability of the Resulting Issuer to hire or retain staff at current wage levels. The occurrence of either of these events could have an adverse effect on the Resulting Issuer's results of operations. No staff of Life Choices are currently members of any labour union or similar organization. If some or all of the employees of the Resulting Issuer chose to create or join a union or similar organization, such an occurrence could increase labour costs and thereby have an adverse effect on the Resulting Issuer's results of operations.

Importance of Inventory, Warehouse and Distribution Systems

Life Choices' inventory, warehouse and distribution systems are largely outsourced and are critical components of its operations. The Resulting Issuer's ability to maintain existing supply chain relationships and, as the Resulting Issuer completes acquisitions, form new supply chain relationships where necessary, is important to its future performance. If the Resulting Issuer is unable to maintain the inventory, warehouse and distribution systems necessary, the Resulting Issuer's operations could be adversely affected which would have an adverse effect on the Resulting Issuer's results of the operations.

Global Financial Crisis and Disruptions in the Worldwide Economy

Recent market events and conditions, including disruptions in the international credit markets and other financial systems and the deterioration of global economic conditions, have caused significant volatility to commodity prices. These conditions worsened in 2008 and continued in 2009, causing a loss of confidence in the broader global credit and financial markets and resulting in the collapse of, and government intervention in, major global banks, financial institutions and insurers and creating a broad climate of greater volatility, less liquidity, widening of credit spreads, a lack of price transparency, increased credit losses and tighter credit conditions. Notwithstanding various actions by governments, concerns about the general condition of the capital markets, financial instruments, banks, investment banks, insurers and other financial institutions caused the broader credit markets to further deteriorate and stock markets to decline substantially. These factors have negatively impacted capital raising and sales cycles, and will continue to impact the performance of the global economy and thus the Resulting Issuer going forward.

Adverse and uncertain economic market conditions, particularly in the locations in which the Resulting Issuer operates, may impact customer and consumer demand for its products and its ability to manage normal commercial relationships with its customers, suppliers and creditors. Consumers may shift purchases to lower-priced or other perceived value offerings during economic downturns, which may adversely affect the result of operations. Consumers may also reduce the number of natural products that they purchase where there are conventional alternatives, given that natural products generally have higher retail prices than do their conventional counterparts. In addition, consumers may choose to purchase private label products rather than branded products, which generally have lower retail prices than do their branded counterparts. Distributors and retailers may become more conservative in response to these conditions and seek to reduce their inventories. The Resulting Issuer's results of operations depend upon, among other things, its ability to maintain and increase sales volumes with existing customers, its ability to attract new customers, the financial condition of its customers and its ability to provide products that appeal to consumers at the right price.

Prolonged unfavourable economic conditions may have an adverse effect on any of these factors and, therefore, could adversely impact the sales and profitability of the Resulting Issuer.

Management of Growth

The Resulting Issuer may be subject to growth-related risks including capacity constraints and pressure on its internal systems and controls. The ability of the Resulting Issuer to manage growth effectively will require it to continue to implement and improve its operational and financial systems and to expand, train and manage its employee base. The inability of the Resulting Issuer to properly manage growth may have a material adverse effect on the Resulting Issuer's business, financial condition, profitability, results of operations and prospects.

Merger & Acquisition Transactions

As part of its business strategy, the Resulting Issuer will attempt to acquire businesses and/or technologies that management considers a strategic fit with its business. Life Choices currently has no commitments for any acquisitions and has a limited history of acquisitions and dispositions to date. Accordingly, Life Choices' ability as an organization to acquire and integrate other companies, products or technologies in a successful manner is unproven. If the Resulting Issuer is able to find suitable acquisition candidates, the Resulting Issuer may not be able to complete such acquisitions on favourable terms, if at all. Any future acquisitions may result in unforeseen operating difficulties and expenditures, and may absorb significant management attention that would otherwise be available for ongoing development of its business. Since the Resulting Issuer may not be able to accurately predict these difficulties and expenditures, these costs may outweigh the value realized from future acquisitions, resulting in a negative impact on profitability. Future acquisitions could result in issuance of securities that would dilute shareholders' ownership interest, the incurrence of debt, contingent liabilities, amortization of expenses related to other intangible assets and the incurrence of large, immediate write-offs which could impact profitability.

Issuance of Debt

From time to time, the Resulting Issuer may require additional funds on hand for working capital or other purposes. Transactions undertaken in pursuit of these funds may increase the Resulting Issuer's debt levels above industry standards for companies of similar size. Depending on future plans, the Resulting Issuer may require additional equity and/or debt financing that may not be available or, if available, may not be available on favourable terms to the Resulting Issuer. The level of the Resulting Issuer's indebtedness from time to time, could impair its ability to obtain additional financing on a timely basis in order to take advantage of business opportunities that may arise.

Price Volatility of Publicly Traded Securities

In recent years, the securities markets in Canada have experienced a high level of price and volume volatility, and the market prices of securities of many companies have experienced wide fluctuations in price which have often been unrelated to the operating performance, net asset values or prospects of particular companies. There can be no assurance that continuing fluctuations in price will not occur. It may be anticipated that any quoted market for the Resulting Issuer's shares will be subject to market trends generally, notwithstanding any potential success of the Resulting Issuer in creating revenues, cash flows or earnings. The value of the Resulting Issuer's shares will be affected by such volatility. A public trading market in the Resulting Issuer Shares having the desired characteristics of depth, liquidity and orderliness depends on the presence in the marketplace of willing buyers and sellers of

Resulting Issuer Shares at any given time, which presence is dependent on the individual decisions of investors over which the Resulting Issuer has no control. There can be no assurance that an active trading market in securities of the Resulting Issuer will be established and sustained. The market price for the Resulting Issuer's securities could be subject to wide fluctuations, which could have an adverse effect on the market price of the Resulting Issuer. If an active public market for the Resulting Issuer's shares does not develop, the liquidity of a shareholder's investment may be limited and the share price may decline.

Dividends

Neither the Corporation nor Life Choices has paid any dividends on their outstanding shares. Any payments of dividends on the Resulting Issuer Shares will be dependent upon the financial requirements of the Resulting Issuer to finance future growth, the financial condition of the Resulting Issuer and other factors which the Resulting Issuer's board of directors may consider appropriate in the circumstance. It is unlikely that the Resulting Issuer will pay dividends in the immediate or foreseeable future.

Injury Claims

Life Choices sells products for human consumption, which involves a number of inherent risks. Product contamination, spoilage, other adulteration, misbranding or product tampering could require the Resulting Issuer to recall products. The Resulting Issuer also may be subject to liability if its products or operations violate applicable laws or regulations, including environmental, health and safety requirements, or in the event its products cause injury, illness or death. The Resulting Issuer's product advertising could make it the target of claims relating to false or deceptive advertising under applicable consumer protection laws in the jurisdictions in which the Resulting Issuer operates. A significant product liability, consumer fraud or other legal judgment against the Resulting Issuer, or a widespread product recall could negatively impact its profitability. Moreover, claims or liabilities of this sort might not be covered by insurance or by any rights of indemnity or contribution that the Resulting Issuer may have against others. Even if a product liability, consumer fraud or other claim is found to be without merit or is otherwise unsuccessful, the negative publicity surrounding such assertions regarding the Resulting Issuer's products or processes could materially and adversely affect its reputation and brand image, particularly in categories that are promoted as having strong health and wellness credentials. Any loss of consumer confidence in the Resulting Issuer's product ingredients or in the safety and quality of its products would be difficult and costly to overcome.

Profitability

There is no assurance that the Resulting Issuer will earn profits in the future, or that profitability will be sustained. There is no assurance that future revenues will be sufficient to generate the funds required to continue the Resulting Issuer's business development and marketing activities. If the Resulting Issuer does not have sufficient capital to fund its operations, it may be required to reduce its sales and marketing efforts or forego certain business opportunities.

Conflicts of Interest

Certain directors of Resulting Issuer are also directors of other companies and as such may, in certain circumstances, have a conflict of interest requiring them to abstain from certain decisions. See "Part III: *Information Concerning the Resulting Issuer - Conflicts of Interest*".

Foreign Exchange

The Resulting Issuer will have limited exposure to foreign currency exchange in the short term. Life Choices currently purchases one product (macaroni and cheese) from a US based co-packer and therefore has some exposure to foreign exchange through those transactions. Life Choices also, in a limited capacity, purchases raw materials from suppliers in the US, including chicken meat. In both cases, Life Choices factors the currency exchange into its pricing however if significant changes occur in foreign exchange rates, particularly the US dollar, the Resulting Issuer may realize compressed margins.

Taxation

Prior to the Amalgamation Life Choices will have significant retained losses. As these retained losses are claimed, the Resulting Issuer will eventually be subject to the full amount of the applicable Canadian corporate income tax rates. Subsequent to the Amalgamation it is expected the retained losses will be available to the Resulting Issuer to apply to future income. There is a risk that these Retained Losses will be disallowed by the applicable Canadian taxing authority resulting in higher cash taxes in earlier years than expected.

PART I - INFORMATION CONCERNING THE CORPORATION

Information in this section is given as of the date of this Filing Statement, prior to the completion of the Transaction.

Name and Incorporation

The Corporation was incorporated under the OBCA on June 11, 2013. The registered and head office of the Corporation is located at 320 Bay Street, Suite 1600, Toronto, Ontario M5H 4A6.

General Development and Business of the Corporation

The Corporation filed its final prospectus on August 29, 2013. The Corporation is classified as a "Capital Pool Company" for purposes of the policies of the Exchange and its Common Shares were listed for trading on the Exchange on September 16, 2013. The Corporation's current business has been restricted to the identification and evaluation of potential acquisition or interests that could lead to the completion of its Qualifying Transaction in accordance with the Policy. Until completion of a Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of businesses or assets with a view to completing a potential Qualifying Transaction.

On April 15, 2014, the Corporation announced its intention to complete a Qualifying Transaction with Verolube Inc. pursuant to a letter of intent dated April 11, 2014, as amended. The Qualifying Transaction with Verolube was to be completed by way of plan of arrangement. On October 31, 2014, the Corporation announced the termination of its arrangement agreement with Verolube Inc. dated April 28, 2014 and as amended June 24, 2014, with no further obligations owing by either party. No funds were advanced by the Corporation to Verolube Inc.

On November 28, 2014, the Corporation announced its intention to complete a Qualifying Transaction with Life Choices pursuant to a letter of intent dated November 25, 2014. The Qualifying Transaction with Life Choices is to be completed by way of the Amalgamation.

On February 10, 2015, the Corporation held the Meeting in order to approve certain steps to be taken by the Corporation in relation to the Transaction and the Share Consolidation.

FINANCING

As a condition to Closing, Life Choices will complete the Private Placement of approximately 3,897,059 Life Choices Shares at a purchase price of $1.36 per share, for gross proceeds of approximately $5.3 million. Should the Private Placement Agent exercise its Overallotment Option in full an additional 584,559 Life Choices Shares will be issued for gross proceeds of $795,000. Proceeds from the Private Placement will be used to pay for the costs of the Transaction, repayment of debt, potential acquisitions and to fund ongoing working capital requirements. The Private Placement Agent will act as agent to Life Choices to sell securities on a commercially reasonable efforts basis in connection with the Private Placement, and shall receive as compensation: (a) the Private Placement Broker Options; (b) the Private Placement Broker Fee; and (c) the payment of its reasonable expenses, including certain legal fees.

Prior to the Amalgamation and the Private Placement, Life Choices will implement the Share Split; a 1 to 4.364521 split of its existing shares. Pursuant to the Amalgamation, each Life Choices Share will be exchanged for one Resulting Issuer Share. As a result of the Amalgamation, the property of each of Life Choices and Aumento Subco will become the property of Amalco, and Amalco will continue to be liable for the obligations of each of Life Choices and Aumento Subco.

FINANCIAL INFORMATION

Selected Consolidated Financial Information

The following information is taken from and should be read in conjunction with the Financial Statements of the Corporation and related notes thereto attached hereto as Schedule "A" and "Management's Discussion and Analysis of the Financial Condition and Results of Operations" included elsewhere in this Filing Statement.

The Corporation incurred professional fees, filing fees, and stock-based compensation expenses during the year ending December 31, 2013 totalling $152,474. The Corporation incurred professional fees, filing fees, and travel expenses during the nine months ending September 30, 2014 totalling $177,373. Costs were incurred in seeking, evaluating and negotiating potential Qualifying Transactions and in meeting the disclosure obligations required for a reporting issuer listed for trading on the Exchange. No amounts have been deferred in connection with the Transaction.

Management's Discussion and Analysis of Financial Condition and Results of Operations

The following, which is a discussion of the financial condition and results of operations of the Corporation for the period from the date of incorporation (June 11, 2013) to the period ended December 31, 2013, and for the period ended September 30, 2014, should be read in conjunction with Financial Statements of the Corporation and the notes thereto attached hereto as Schedule "A".

Until completing a Qualifying Transaction, the Corporation is not permitted to carry on any business other than the identification and evaluation of businesses or assets with a view to completing a potential Qualifying Transaction which could include, with the consent of the Exchange, the raising of additional funds in order to finance an acquisition. Except as described in the Corporation's final prospectus dated August 29, 2013, filed on the Corporation's profile at www.sedar.com, the funds raised pursuant to the Corporation's IPO and any subsequent financing will be utilized only for the identification and evaluation of potential Qualifying Transactions.

The Corporation received a final receipt for the prospectus from securities authorities in Ontario, British Columbia and Alberta on September 3, 2013. The Corporation completed the IPO pursuant to which the Corporation raised gross proceeds of $608,580 through the issuance of 1,014,300 Common Shares at $0.60 per share on September 16, 2013. In connection with the IPO, 160,929 options were granted to directors and officers of the Corporation pursuant to the Corporation's Option Plan (there are currently 160,929 options issued and outstanding). Each option has an exercise price of $0.60 and expires on September 16, 2018. The IPO Agent was also granted options entitling it to purchase 101,430 Common Shares at a price of $0.60 per share.

On October 21, 2014, the Corporation announced that it has terminated its previously announced arrangement with Verolube Inc. dated April 28, 2014 and amended June 24, 2014 to complete a business combination intended to constitute the Corporation's Qualifying Transaction. The transaction has been terminated with no further obligation on either party, and no funds were advanced by the Corporation to Verolube Inc.

Liquidity

Prior to the IPO, the Corporation issued 595,000 Common Shares for gross proceeds of $178,500. Of these shares all were issued to directors and officers of the Corporation at a price per share of $0.30 and are subject to escrow provisions.

On September 16, 2013, the Corporation completed the IPO by issuing 1,014,300 Common Shares at $0.60 per share for gross proceeds of $608,580. As at September 30, 2014, the Company had cash and cash-equivalents of $411,585.

Expenses

During the period from incorporation (June 11, 2013) to December 31, 2013 the Corporation incurred expenses of $152,474, of which $18,190 related to filing fees, $67,691 related to accounting and legal fees and $66,593 related to stock-based compensation.

During the nine months ending September 30, 2014 the Corporation incurred expenses of $177,373, of which $28,612 related to filing fees and $148,761 related to legal fees.

Transactions with Related Parties

In connection with the IPO, the Corporation granted 160,929 options to directors and officers of the Corporation. Each such option entitles the holder to purchase one additional Common Share at $0.60 and will expire on September 16, 2018, provided that if any such director ceases to be a director of the Corporation (or Resulting Issuer) such options may only be exercised within the greater of one (1) year after completion of a Qualifying Transaction and ninety (90) days after the optionee ceases to become a director or officer of the Resulting Issuer, at which time they will expire, provided that if the cessation of office or directorship was by reason of death, the option may be exercised within a maximum period of one year after such death, subject to the expiry date of such option.

For the period from incorporation (June 11, 2013) to the year ended December 31, 2013, the Corporation incurred $89,920 in legal fees for services provided by a law firm whose partner is a director of the Corporation. For the nine-month period ended September 30, 2014, the Corporation incurred $148,761 in legal fees for services provided by the same law firm.

Financial Instruments

The Corporation's financial instruments consist of cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities. It is management's opinion that the Corporation is not exposed to significant interest, currency or credit risks arising from the financial instruments and that the fair values of these instruments approximate their carrying values due to their short term nature.

Subsequent Events

On November 24, 2014, the Corporation entered into a letter of intent (the "**LOI**") with Life Choices. Pursuant to the LOI, the Corporation will acquire all of the issued and outstanding securities of Life Choices with the intention that such acquisition will constitute the Corporation's Qualifying Transaction.

DESCRIPTION OF SECURITIES OF AUMENTO

The Corporation is authorized to issue an unlimited number of Common Shares, and as at the date of this Filing Statement (pre-Share Consolidation), 1,609,300 Common Shares were issued and outstanding as fully paid and non-assessable. In addition, 160,929 Common Shares are reserved for issuance pursuant to options granted to officers and directors, and 101,430 Common Shares are reserved for issuance pursuant to the Agent's IPO Options.

The holders of the Common Shares are entitled to dividends, if, as and when declared by the Board, to one vote per share at meetings of the shareholders of the Corporation and, upon liquidation, dissolution or winding-up of the Corporation to receive such assets of the Corporation as are distributable to the holders of the Common Shares.

CAPITALIZATION

Capital	Amount Authorized	Outstanding as of the date of the most recent balance sheet contained in this Filing Statement (pre-Share Consolidation) (1)
Common Shares	Unlimited	**1,609,300**

Notes:
(1) Excluding: 160,929 Common Shares to be issued at $0.60 per share pursuant to stock options granted to directors and officers of the Corporation and 101,430 Agent's IPO Options.

OPTIONS TO PURCHASE SECURITIES

The Corporation has established the Option Plan for its officers, directors, employees, management company employees and consultants to which the Corporation may grant options to acquire a maximum number of Common Shares equal to 10% of the total issued and outstanding Common Shares.

The Corporation has granted the following options pursuant to the Stock Option Plan prior to the date of this Filing Statement (pre-Share Consolidation):

Name	Number of Shares Under Option	Exercise Price per Share(1)	Expiry Date(2)
Roger Daher	80,465	$0.60	September 16, 2018
David Danziger	40,232	$0.60	September 16, 2018
Paul Pathak	40,232	$0.60	September 16, 2018
Total:	160,929		

Notes:
(1) The exercise price was determined based on, and is the same as, the price of the shares issued pursuant to the IPO.
(2) Notwithstanding the expiry date indicated, if the optionee does not continue to be a director, officer, technical consultant or employee of the Resulting Issuer, these options must be exercised within twelve (12) months after the optionee ceases to be a director, officer, technical consultant or employee of the Resulting Issuer, at which time they will expire, provided that if the cessation of position was by reason of death, the options may be exercised within a maximum period of one year after such death, subject to the expiry date of the options.

Stock Option Plan Terms

The Board of the Corporation may, from time to time, in its discretion, and in accordance with the requirements of the Exchange, grant to officers, directors, and technical consultants to the Corporation, non-transferable options to purchase Common Shares, provided that the number of Common Shares reserved for issuance will not exceed 10% of the issued and outstanding Common Shares exercisable for a period of up to 10 years from the date of grant. The exercise price of such options will be the closing price of the Common Shares on the trading day immediately preceding the date of grant. The number of Common Shares reserved for issuance to any individual director or officer will not exceed five percent 5% of the issued and outstanding Common Shares and the number of Common Shares reserved for issuance to all technical consultants will not exceed 2% of the issued and outstanding Common Shares. No option may be exercised after an optionee has left the employ or service of the Corporation except as follows:

(a) in the case of the death of an optionee, any vested option held by him at the date of death will become exercisable by the optionee's lawful personal representatives, heirs or executors until the earlier of one year after the date of death of such optionee and the date of expiration of the term otherwise applicable to such option;
(b) options granted to a service provider conducting Investor Relations Activities (as such term is defined in Policy 1.1 of the Exchange's Corporate Finance Manual) will expire 90 days after the date of termination, but only to the extent that such option has vested as at the date of termination;
(c) any option granted to an optionee other than one conducting Investor Relations Activities will expire one year after the date of termination, but only to the extent that such option has vested as at the date termination; and

(d) in the case of an optionee being dismissed from employment or service for cause, such optionee's options, whether or not vested at the date of dismissal will immediately terminate without right to exercise same.

Any Common Shares acquired prior to the completion of the Qualifying Transaction must be deposited in escrow and will be subject to escrow until the Final Exchange Bulletin is listed.

PRIOR SALES

Since the Corporation's date of incorporation, 1,609,301 Common Shares have been issued as follows (pre-Share Consolidation):

Date Issued	Number of Shares	Issue Price per Share	Aggregate Issue Price	Nature of Consideration
June 11, 2013	1[(1)]	$1.00	$1.00	Cash
July 11, 2013	595,000[(2)]	$0.30	$178,500	Cash
September 16, 2013	1,014,300	$0.60	$608,580	Cash
TOTAL	**1,609,301**		**$787,081.00**	

Notes:

(1) Single share issued on incorporation to Paul Pathak and returned for cancellation on July 11, 2013.

(2) These Common Shares are in escrow pursuant to the Escrow Agreement. See "Escrowed Securities".

STOCK EXCHANGE PRICE

The Common Shares were first listed for trading on the Exchange on September 16, 2013.

Trading of the Common Shares was halted on November 25, 2014 as a result of the announcement of the Transaction. The last trading price of the Common Shares on November 24, 2014, the day immediately preceding the trading halt, was $0.60. The following table sets forth the high and low closing prices and volumes of the trading of Common Shares for the periods indicated, as reported by the Exchange:

Month	High Trading Price ($)[(3)]	Low Trading Price ($)[(3)]	Monthly Volume (#)[(3)]
September, 2013[(1)]	n/a	n/a	n/a
October, 2013	n/a	n/a	n/a
November, 2013	n/a	n/a	n/a
December, 2013	0.60	0.60	13,500
January, 2014	n/a	n/a	n/a
February, 2014	n/a	n/a	n/a
March, 2014	0.60	0.60	3,000
April, 2014	n/a	n/a	n/a
May, 2014	n/a	n/a	n/a
June, 2014	n/a	n/a	n/a
July, 2014	n/a	n/a	n/a
August, 2014	n/a	n/a	n/a
September, 2014	n/a	n/a	n/a
October, 2014	n/a	n/a	n/a
November, 2014[(2)]	n/a	n/a	n/a

Notes:

(1) Trading of the Common Shares commenced on September 16, 2013 (date of listing on the Exchange) .

(2) Trading of the Common Shares was halted on November 25, 2014.

(3) n/a indicates that no trades were made during this period.

ARM'S LENGTH TRANSACTION

The Transaction does not constitute a Non-Arm's Length Transaction within the meaning of the Policy.

LEGAL PROCEEDINGS

There are no actual or, to the knowledge of the Corporation, contemplated legal proceedings to which the Corporation is a party or of which any of its assets are the subject matter.

AUDITORS, TRANSFER AGENT, AND REGISTRAR

The auditors of the Corporation are Collins Barrow Toronto LLP, Collins Barrow Place, 11 King Street West, Suite 700, Toronto, Ontario M5H 4C7.

The transfer agent and registrar of the Corporation is Computershare Investor Services Inc., 3rd Floor 510 Burrard Street, Vancouver, British Columbia, V6C 3B9.

MATERIAL CONTRACTS

The Corporation has not entered into any contracts material to holders of the Common Shares since incorporation, other than:

1. the agency agreement dated August 29, 2013 between the Corporation and the IPO Agent in connection with the IPO;
2. the Transfer Agency and Registrar Agreement;
3. the Escrow Agreement;
4. the Arrangement Agreement between the Corporation and Verolube Inc. dated April 28, 2014, as amended June 24, 2014 and terminated by notice dated October 15, 2014; and
5. the Definitive Agreement.

Copies of these agreements will be available for inspection at the registered office of the Corporation, 320 Bay Street, Suite 1600, Toronto, Ontario, M5H 4A6 during ordinary business hours until the date of Closing and for a period of 30 days thereafter.

PART II - INFORMATION CONCERNING LIFE CHOICES NATURAL FOOD CORP.

Information in this section is given as of the date of this Filing Statement, prior to the completion of the Transaction.

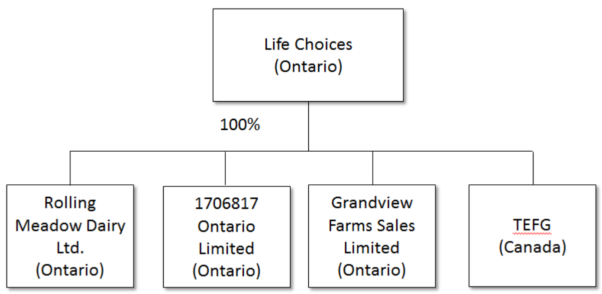
CORPORATE STRUCTURE

Name and Incorporation

Life Choices was incorporated under the OBCA on May 31, 1999. The registered and head office of Life Choices is located at 178 St. George Street, Toronto, Ontario, M5R 2E6.

Inter-corporate Relationships

The following chart shows the corporate organization of Life Choices and the jurisdictions of incorporation for each entity:



GENERAL DEVELOPMENT OF THE BUSINESS

Overview of the Natural Food Industry

The natural food industry in North America has grown significantly since its emergence approximately 20 years ago. This niche food industry began developing in the 1990's as a result of consumer dissatisfaction with the increased commercialization of the food products available in North America at that time. Since inception, the natural food industry has grown to represent up to 10% of the food products purchased in a number of categories, including vegetables, cereals and ready to drink juices. A number of studies indicate that the highest growth categories in the natural food industry in the upcoming years will be natural meat and natural dairy products. These two areas within the natural food industry are focuses of Life Choices and two areas within which Life Choices has a significant number of products.

Over the last decade, an increasing number of mergers and acquisitions have occurred within the North American food industry. Some sources attribute this activity to the fact that multinational food companies prefer to acquire emerging natural food brands rather than develop them internally. This assertion is supported by the number of acquisitions completed by large consumer packaged goods companies in North America in recent years. For example, in September 2014, General Mills Inc. announced that it agreed to buy Annie's Inc., a natural food company focused on natural and organic pastas, meals and snacks.

One of the consequences of these acquisitions is that the natural food industry consists of a modest number of large multi-national companies and fewer small and/or local companies. Life Choices believes that this has resulted in a meaningful opportunity for small and medium sized brand-development focused companies to be successful in the North American natural food industry. Life Choices also believes that a medium, or intermediate, sized natural food focused company, which can continue to develop its own brands, while actively acquiring other natural food brands, could become a significant enterprise operating in the North American natural food industry.

Overview of Life Choices' Business

Life Choices continually strives to become a leading marketer, manufacturer and seller of natural food products in Canada by anticipating and exceeding consumer expectations in providing quality, innovation, value and convenience. Life Choices aims to achieve this goal while implementing environmentally sound and biologically friendly business practices, distribution and, together with its partners, manufacturing, processes.

History

Life Choices began as a corporation focused on a single brand in the natural food industry in Canada in 2002 by selling ready-made frozen entrées called OrganiCuisine in Loblaw and a limited number of natural food stores. Over the next four years, Life Choices experimented with a number of different product lines, including organic frozen pizza, organic burritos, whole wheat pierogies, organic mini cookies and organic macaroni and cheese. These product lines produced mixed success for Life Choices, with Life Choices retaining only those products lines that it believed could eventually become profitable.

In 2006, Life Choices introduced a new breaded meat product line in Canada that included natural chicken nuggets, natural chicken strips, and MSC Certified breaded fish fillets and fish sticks. The success of this meat product line led to the primary product focus of the Life Choices brand which continues today; meat-based convenient natural food products. Over the years additional meat-based convenient natural food products have been added to Life Choices' products, including hot dogs, sausages and burgers. In addition to the primary meat-based natural food category, the Life Choices brand continues to offer products in other non-meat categories, such as organic macaroni and cheese and organic frozen pizza.

From 2008 to 2011, Life Choices entered the US market to compete in the US natural food market with a brand called "Living Right". "Living Right" offered customers meat-based natural food products, such as frozen mini pizzas and pierogies. In 2011, Life Choices determined its US operations were not profitable enough to warrant the time and attention required of its management, and thus Life Choices terminated its US operations.

In 2012, Life Choices launched a website to test the viability of the sale of natural foods products via e-commerce, direct distribution channels, rather than through traditional grocery store chains and natural food stores. The website was called "donatenaturally.com" and was an online grocery store that donated a portion of every sale to a not-for-profit charity of the consumer's selection.

By November 2012, Life Choices gained a strategic position within the Canadian natural foods industry and significant knowledge of the North American natural foods industry, including consumer purchasing patterns, retail buyers, distributors, brokers and manufacturers. This strategic position and intellectual capital positioned Life Choices for further expansion of its natural food brands within its existing product offering, and an expansion of the scope and breadth of Life Choices product lines. As a result of this strategic knowledge, Life Choices decided to focus on the aggressive development and launch of new products and brands, with particular focus on the expanding natural dairy and natural pet food categories.

In early 2014, Life Choices launched an Australian style yogurt brand called Yamba Yogurt. Yamba Yogurt is an Australian-style yogurt that is higher in fat than Greek yogurt and also very high in protein.

In June 2014, operations of "donatenaturally.com" were terminated in order to allow management to focus its attention on launching new brands and completing a going-public transaction.

In August 2014, Life Choices launched a grass fed dairy business called Rolling Meadow. Rolling Meadow offers premium quality products, such as milk, yogurt and butter, made with 100% Canadian, grass fed milk.

In August, 2014, Life Choices launched a natural pet food brand called Holistic Choice. Holistic Choice is natural dog and cat pet food that uses fresh meat from SQF Certified plants.

Life Choices products are currently sold through most major grocery outlets in Canada such as Loblaw, Sobeys, Metro, Overwaitea, Longos and Safeway and in most natural food stores such as Whole Foods, Nature's Fare, Big Carrot, Ambrosia, Marche Tau and Nesters.

Significant Acquisitions or Dispositions

None.

Narrative Description of the Business

Principal Products and Services

Life Choices develops, markets and sells premium convenience natural food products to Canadian consumers, featuring grass fed and/or pasture raised meat and dairy, raised without the use of added hormones and antibiotics, as well as additional product offerings in the natural and whole foods markets under its affiliated brands. Life Choices sources its natural ingredients largely from local, ethically operated farms and combines those ingredients into tasty and nutritious products. Life Choices currently has four main product lines, namely: natural meat products, snacking and convenience products, natural dairy products and natural pet food products.

Life Choices offers premium convenience meat products to Canadian consumers, featuring grass fed and/or pasture raised meat that is raised without the use of added hormones and antibiotics. Life Choices' products include its breaded line, its BBQ line, its pet food line and its grass fed dairy line. All Life Choices beef, chicken and pork products feature one common trait: they all contain meat from pasture raised animals that have not been subject to feedlot conditions. The result is meat that features higher levels of Omega 3 fatty acids and CLA's. All of Life Choices' chickens are raised in low density barns with a premium on the ethical treatment of the birds at all times.

Life Choices currently offers its snacking and convenience products, being a line of organic macaroni and cheese and a line of 'Made with Organic Ingredient' pizzas under the Life Choices brand.

Life Choices offers premium quality dairy products, such as milk, yogurt and butter, made with 100% Canadian, grass fed milk through its "Rolling Meadow" brand. The cows that produce Life Choices' milk are allowed to graze on pasture as long as Canadian weather will allow that to occur. When the weather does not permit such cows to graze in pastures, the farmers who are responsible for Life Choices' Rolling Meadow milk continue to provide grass and hay to these cows so that these cows continue to produce great tasting, nutritious milk. Life Choices buys its milk from small farming operations that have smaller herds and strive to produce minimal amounts of potentially harmful pollutants. Life Choices then packages and sells this milk in its natural form or processes the milk into other dairy products, such as yogurt and butter.

Life Choices offers premium quality pet foods for cats and dogs through its Holistic Choice brand. Holistic Choice pet foods are made with a high percentage of fresh meat manufactured in an SQF certified plant. None of the meats have been rendered and all are free of any added antibiotics and hormones, acting as an excellent source of protein to help promote bone health, and overall happy, healthy pets.

<u>Natural Meat Products</u>

Life Choices' natural meat product line is comprised of its breaded line and its BBQ line.

Breaded Line

Life Choices' breaded line consists of chicken nuggets (both breaded and bare), chicken strips, chicken tenders, chicken burgers, MSC Certified fish fillets and MSC Certified fish sticks.

Life Choices' sprouted grain chicken nuggets are made with only prime cuts of chicken; vegetable grain-fed, and raised without antibiotics. Life Choices' custom-made sprouted grain coating; with flax, chia and quinoa, provide sources of Omega 3 fatty acids and fibre. Life Choices' bare free range chicken nuggets are fully cooked and made with prime cuts of extra-lean chicken. They are: gluten-free, sugar-free, low in saturated fat and contain no trans fats, additives or preservatives.

Life Choices' multigrain breaded chicken strips are made with only prime cuts of chicken; vegetable grain-fed, and raised without antibiotics. Life Choices' custom-made multi grain coating; with flax, oats and whole grains provide sources of Omega 3 fatty acids and fibre. Life Choices' sprouted grain breaded chicken tenders are made with only prime cuts of free range chicken; vegetable grain-fed, and raised without antibiotics. Life Choices' custom-made sprouted grain coating; with flax, chia and quinoa, provide sources of Omega 3 fatty acids and fibre.

Life Choices' sprouted grain chicken burgers are made with premium quality chicken; vegetable grain-fed and raised without animal by-products, antibiotics or growth hormone. Life Choices' custom-made sprouted grain coating; with flax, chia and quinoa provides a source of Omega 3 fatty acids and fibre.

Life Choices' multigrain breaded fish fillets are made with whole fillets of Alaskan White Fish Pollock, which is caught wild and from certified sustainable fisheries and Life Choices' custom-made sprouted grain coating; with flax, oats and whole grains, provides sources of Omega 3 fatty acids and fibre.

The breaded line was Life Choices' second largest single line of products during the year ended March 31, 2014, comprising approximately 29% of gross revenues. It was the largest product line during the year ended March 31, 2013, comprising approximately 38% of gross revenues.

BBQ Line

Life Choices' BBQ line consists of grass fed beef hot dogs, chicken hot dogs, sausages and grilling burgers (beef and chicken).

Life Choices' all beef hot dogs are made with only prime cuts of beef- no mechanically separated meat, no additives, preservatives or extenders. All of Life Choices' beef is grass fed beef from farms with traceable origins. There's also no added nitrates except those naturally occurring in celery salt. Life Choices' chicken hot dogs are made with only breast and thigh meat- no mechanically separated meat, no additives, preservatives or extenders. Life Choices has low density barns, with ethical living conditions for all animals. Life Choices' chicken hot dogs also feature no added nitrates except those naturally occurring in celery salt.

Life Choices' fully cooked, grass fed beef smokies uses only whole muscle cuts of grass fed beef from ranches of origin. Life Choices' beef smokies not only feature grass fed beef, but there are no additives, preservatives or extenders- just grass fed beef and spices. Life Choices' fully cooked, mild Italian pork sausages are cooked in a natural pork casing. The pigs are raised without the use of antibiotics or hormones. Life Choices' fully cooked, free range chicken chipotle sausages uses only prime cuts of chicken. These chickens are raised without antibiotics and are vegetable grain fed.

Life Choices' grass fed beef burger has two principle ingredients - beef and spices. Life Choices uses only whole cuts of prime, grass fed beef- no mechanically separated meat, no additives, preservatives or extenders- just grass fed beef and spices. Life Choices' free range chicken burgers are juicy and full of flavor. The chickens are not fed animal by-products and are raised without antibiotics. Life Choices includes only prime cuts of chicken and spices in our chicken burgers- no mechanically separated meat, no additives or preservatives or extenders.

The BBQ line was Life Choices' largest line of products during the year ended March 31, 2014, comprising approximately 31% of gross revenues. It was Life Choices second largest product line during the year ended March 31, 2013, comprising 24% of revenues. The BBQ line is expected to expand significantly during 2015 and to form a larger percentage of gross revenues for the year ended March 31, 2015.

Snacking and Convenience Products

Life Choice's macaroni and cheese line represented 7% of gross revenue during the year ended March 31, 2014 and 10% during the year ended March 31, 2013. These lines will be transitioned to a new brand name in the coming year as part of the move to focus the Life Choices brand on clean meat and create a new snacking and convenience product brand.

Grass Fed Dairy

Rolling Meadows has three products, namely: milk, yogurt and butter. Rolling Meadows grass fed milk is available in 3.25%, 2%, 1% and skim varieties. Its traditional yogurt is available in 3.25% and 2% varieties, with butter available in both salted and unsalted varieties.

In addition to its Rolling Meadows brand, Life Choices also has Yamba Yogurt an "Australian style" yogurt, that's higher in fat and protein than Greek yogurt. Similar to Rolling Meadows' yogurt, Yamba Yogurt is made with grass fed milk, is sweetened with honey and available in three flavours: Plain, Blueberry and Strawberry. Yamba Yogurt is made with five active cultures and is an all-natural source of probiotics and prebiotics, gluten-free and contains no additives or preservatives.

The grass fed dairy line, which was launched during the year ended March 31, 2015, is expected to expand significantly during 2015 and to form a larger percentage of gross revenues for the year ended March 31, 2015.

Natural Pet Food

Life Choices' natural pet food line is comprised of its cat food line and dog food line. Life Choices' cat food has two flavours, namely: chicken, rice and salmon, and grain free chicken. Life Choices' dog food has three flavours, namely: chicken and rice, lamb and rice and ocean white fish. In developing its line of natural pet foods, Life Choices focused on quality and taste for its products. Life Choices' pet foods are made with fresh meat ingredients and only top quality nutritious products.

The pet food line, which was launched during the year ended March 31, 2015, is expected to expand significantly during 2015 and to form a larger percentage of gross revenues for the year ended March 31, 2015.

Expansion and Contraction of Product Lines

It is anticipated that Life Choices will be launching at least 20 new products in calendar 2015, with associated development costs of approximately $1,500,000. There are no significant regulatory hurdles outstanding to launch the products contemplated.

Life Choices continuously evaluates its existing products for quality, taste, nutritional value and cost and makes improvements wherever possible. It discontinues products or lines when sales of those items do not warrant further production.

Operations

Life Choices operates using third-party co-packagers located primarily in Southern Ontario (macaroni and cheese products are made in the US and pet food products are made in British Columbia). It does not own or operate production facilities. Typically Life Choices structures its co-packing arrangements as the purchase of finished goods at a fixed price in order to minimize yield and production risks. Typically Life Choices owns or co-owns product recipes where any intellectual property is involved in recipe development. The co-packing contracts entered into by Life Choices contain provisions governing product quality, delivery time, intellectual property and trade-name ownership and default events. All contracts contain industry standard payment and termination provisions, payment within 30 days of delivery and termination upon notice from either party.

In some cases, particularly where the raw materials for a product involve beef or pork, Life Choices may secure and provide specialized raw materials (grass fed beef, pasture raised pork) to the co-packer. In these cases, Life

Choices will continue to purchase the finished product at finished product pricing. The procurement of raw materials by Life Choices to be utilized by the co-packer in the production of the product is possible due to specialized supply relationships Life Choices has that are proprietary, including relationships with specific farmers, companies and processing facilities. Life Choices will generally engage in the purchase of raw materials when it has developed producer relationships of importance. Life Choices' ability to source raw materials from producers has developed over many years and the relationships that allow it to do so are of significant strategic advantage and create a barrier to entry for competitors. These purchases are not affected to any significant degree by seasonality.

In selling its product through retail channels Life Choices is able to benefit from broad based listings at retail grocery stores. Such listings have been obtained over time and represent a significant barrier to entry for competitors. Shelf space can be difficult to secure for new brands due to the embedding of successful products in beneficial shelf locations once they have a consumer following.

Life Choices believes that there is significant consumer goodwill attached to the Life Choices brand name and the goodwill attached to its other brand names is building quickly. This is due to consumers trusting the materials used in Life Choices' products and the belief that the products deliver on Life Choices' representations. Management believes that there is consumer skepticism towards many of the large multinational food companies offering 'natural' brands, and believes that Life Choices benefits from this consumer skepticism. Upon completion of the Transaction the Resulting Issuer will commence operations under the parent company name GreenSpace Brands Inc., a company focused on curating 'better for you' brands in its portfolio and devoted to bringing natural products to market that have been developed by a passionate and knowledgeable group of natural food enthusiasts. Management intends to differentiate itself in this way from large multinational food companies whose core businesses are focused on mainstream processed foods and for which natural foods form a minor portion of their investment.

Currently, Life Choices employs ten full time staff and up to six part time staff. This is a significant increase from the year ended March 31, 2014, when Life Choices employed three full time staff and one part time staff member. Most of the Life Choices' employees are located in the head office and serve in management or administrative capacities. Life Choices is in the process of developing a field sales team and currently has sales representatives in Ontario and British Columbia.

Market

Overview

The natural food industry has been experiencing a significant growth rate over the past 20 years. According to Food Navigator-USA.com (www.foodnavigator.com), during 2013 American consumer organic food purchases rose 11.5% versus conventional food purchases which rose only 0.2%. Food Navigator further stated that 8 in 10 families in the US are now purchasing some organic food products for the household, an increase from the 6 of 10 families that were purchasing some organic food products in 2011. According to the Nutrition Business Journal, the natural and organic food industry in the US is expected to grow at an 11% compounded annual growth rate, with natural food sales eclipsing US$100 billion dollars. The natural and organic food industry is expected to experience double digit growth until at least 2020 (and potentially beyond). The reason for this growth is cited as an overarching shift of consciousness around food in countries around the world.

In addition to being a fast growing segment of the food business, the natural food industry has become a principle innovation driver. Large multinational food businesses are entering the natural food category, largely through acquisition, seeking to add natural food products to their distribution channels in order to capitalize on the growing interest of the consumer. As a long time participant in the market, Life Choices has witnessed this growth first hand as consumers have become better educated on the importance of eating properly. Life Choices is poised to harness this trend of consumers desiring to purchase less processed foods and more 'whole' foods.

Life Choices has developed products, such as Rolling Meadow grass fed milk, and continues to develop products that fulfil a growing consumer market that would like to consume food with less processing, animals treated with dignity and respect, and animals fed the way that they were biologically meant to be fed. The core market for this trend is currently urban, affluent and educated individuals however the trend is also growing into other population segments, specifically families with young children who are choosing to purchase 'natural' food products versus feeding their children conventional and highly processed food options. The most prevalent trend that Life Choices is capitalizing on is the 'grass fed' protein and dairy market. This trend is driven by consumers' desire to eat more nutritionally balanced 'staple' products. Life Choices has been launching 'grass fed' products in its Rolling Meadow dairy brand and is planning to launch an additional 'grass fed' meat brand in near future.

Market Governance

A number of Life Choices' products are subject to marketing regulations. Rolling Meadow, for example, a grass fed dairy brand, is subject to and approved by the DFO. Life Choices has been working with the DFO since late 2013 to create the Rolling Meadow brand. The DFO has been accepting and supportive of Rolling Meadow, a particular benefit in the highly regulated milk industry in Canada. The DFO continues to support Life Choices in the development of new 'grass fed' dairy products, including yogurt and butter products. The DFC has also been highly supportive of Life Choices' product developments, offering financial assistance for specific marketing events that bring exposure to the Canadian dairy industry as a whole. The launch of Rolling Meadow and follow on products is consistent with DFO and DFC policy to increase the development of Canadian niche dairy products in order to develop this product offering and compete with niche dairy products produced in Europe and the US. Both organizations have policies to increase dairy consumption in Canada by fostering innovation in the dairy industry and assisting in bringing new products to the market that will satisfy emerging consumer consumption trends.

The Canadian dairy industry operates under a national milk supply management system, the objective of which is to ensure that there is sufficient milk production to meet domestic demand and international requirements. The objective is achieved through a mixture of provincial and federal allocation rules, and a quota system that limits domestic production and imports of dairy products to Canada.

The stringent marketing regulations on the dairy product industry in Canada act as a barrier to entry for new brands, and increase the value of existing, proven brands, such as Life Choices', Rolling Meadow brand. Currently the Rolling Meadow brand is available in Ontario, Quebec, BC and Alberta, with further provincial expansion expected.

Retail Channels

Life Choices sells its natural food products to end consumers throughout Canada through specialized natural food retailers, mass grocery chains with natural food offerings, drug stores with natural food offerings, 'big-box' stores such as Costco, restaurants and food service distributors. Currently, the majority of Life Choices' sales originate from mass grocery retailers and specialized natural food retailers. Life Choices has relationships with many major retailers in Canada. In order to maintain and increase sales, management continually works to: (a) increase the number of products carried by each retailer, (b) increase the quantity of each product carried by each retailer; and (c) increase the number of locations each retailer carries the product in. In particular, management's focus during 2015 will be to: (a) expand the distribution of the Rolling Meadow brand via mass retailers across Canada; (b) expand the distribution of the Holistic Choice brand via specialty pet retailers; and (c) increase consumer awareness of the Life Choices brand and product assortment in existing retail locations.

Seasonal Variance

Certain of Life Choices' product lines are subject to minor seasonal fluctuations. Consumer demand for certain products increases and decreases based on seasonality. For example, consumer demand for Life Choices' BBQ line increases during warmer months and consumer demand for its breaded chicken and fish lines increases during colder months. These variances are not substantial and management has expanded its product lines accounting for such variances so that sales remain constant through the year in all geographical markets within Canada.

Marketing Plans and Strategies

Historically, Life Choices marketed its brands through in-store opportunities such as in-store feature pricing, in-store demonstrations and where applicable, in-store endcap and floor displays. During the year ended March 31, 2016, Life Choices expects to launch a three pronged marketing strategy to increase product demand, including: (a) tradeshows; (b) media and billboards; and (c) social media.

In late 2014, Life Choices began a campaign to market more directly to its end consumers by participating in tradeshows in Life Choices' core urban markets. Life Choices expects to continue to expand its direct consumer marketing campaign during 2015 through consumer shows, exposing new customers to its product lines outside of retail stores for the first time and creating a new sales avenue. Life Choices will be exhibiting at trade shows across Canada in major urban markets such as Toronto, Vancouver, Montreal, Victoria, Calgary and Halifax. Life Choices will be showcasing all of its brands at these events, achieving marketing cost efficiencies when calculated on a per brand basis (as opposed to its historical costs when Life Choices operated only one brand). Life Choices expects to spend approximately $250,000 for the direct consumer marketing campaign during the year ended March 31, 2016.

Life Choices also intends to market its brands outside of retail stores through targeted media advertising, including magazine advertising and targeted billboards in major urban centers. These expenditures will be designed to: (a) drive new consumers to retailers in search of products; and (b) encourage retailers to carry the product lines requested by the targeted consumers. Life Choices intends to conduct a test campaign on various billboards and transit shelters in Toronto and expand this campaign to other urban markets if successful. The campaign will be managed internally by a marketing manager. Management expects to use outside agency resources for campaign innovation and will work with media purchasing companies to secure effective billboard locations. Management expects the billboard campaign will cost approximately $350,000 for year ended March 31, 2016, including creative development. Management has existing relationships with major 'natural food' publications in Canada and therefore does not anticipate retaining a media buying agency for traditional magazine advertising. Management expects the magazine advertising campaign will cost approximately $80,000 for the year ended March 31, 2016 (no additional creative development required). Life Choices does not anticipate using any other traditional media outlets, such as television or radio, in the short term, as the costs of these avenues are more significant than newer forms of advertising.

Life Choices expects to expand its social media advertising substantially during the year ended March 31, 2016. Life Choices intends to work with a creative agency to create targeted videos that will be available online and that can be disseminated via popular social media outlets such as Facebook and Instagram. Due to the educational messages surrounding 'grass fed' in both dairy and protein, Life Choices intends to develop informative and provocative content that will maximize consumer viewing and re-distribution. Life Choices estimates the content creation for social media will cost approximately $20,000 for the year ended March 31, 2016. Ongoing costs will be subject to change due to the rapid changes in social media coverage. Due to the low cost and 'viral' nature of social media content Life Choices expects to reach a substantial number of potential consumers with its online campaigns.

Life Choices' evaluates the success of its marketing programs on an ongoing and annual basis and will make adjustments to marketing campaigns when required in order to maximize consumer interaction.

Pricing Policy

A significant portion of the products marketed by Life Choices are sold through independent food distributors. Food distributors purchase products from Life Choices for resale to retailers. Because food distributors take title to the products upon purchase, product pricing decisions on the sale of products by the distributors to the retailers are generally made in their sole discretion. Life Choices may influence product pricing with the use of promotional incentives. Generally products are priced at a premium to non-natural food products, in a similar price range to other natural food produces and, often times, for example in the case of grass-fed milk, at a discount to organic products, giving customers a reasonably-priced alternative to organic food prices.

Competitive Conditions

Life Choices operates in highly competitive geographic and product markets. Competitors include large national and international companies and numerous local and regional companies, some of which have greater resources. Life Choices competes for limited retailer shelf space for its products and some retailers also market competitive products under their own private labels. Life Choices' products compete not only with other natural food products, but also with the conventional products of larger mainstream companies. Life Choices' products are distinguished based on product quality, price point, nutritional value, brand recognition and loyalty, product innovation, promotional activity, and the ability to identify and satisfy consumer preferences.

The Life Choices brand faces competition in the meat-based natural food category from products sold under the brand names Beretta Organic Farms Inc., Blue Goose Capital Corporation, Rowe Farm Meats Ltd. and Yorkshire Valley Farms. These competitors have grown significantly in recent years each carving out independent market niches within the meat-based natural food category. The Life Choices brand has focused on value added 'clean' meat products such as hot dogs, chicken nuggets and beef burgers, and has been successful in creating strong consumer demand for these products. Competitors regularly introduce new products that directly compete with the Life Choices product line. Life Choices has retained and improved its competitive position through ongoing innovation. For example, introducing products such as hot dogs and burgers made from grass fed meat.

The Rolling Meadow brand of grass fed dairy products does not currently face any direct competitors, although competition is expected in the future. The grass fed dairy market has a high barrier to entry as it requires dairy farmers to alter their animal feeding program which has significant financial consequences. Life Choices has been working with its supplying farmers for over 18 months to change their feeding system and incurred significant costs in doing so. As a result of the foregoing, Life Choices has a competitive advantage in this category and is seeking to capitalize on this advantage by establishing a strong and respected brand with customer loyalty prior to direct competitors entering the field.

Non-grass fed dairy competitors include organic dairy brands such as Organic Meadow Inc., Harmony Organic Dairy Products Inc., Liberté Inc., Olympic Dairy and Avalon Dairy Limited, as well as smaller regional companies. The Rolling Meadow brand has a strategic advantage vis-a-vis organic products as it is generally available at a price point between organic and conventional products. Conventional dairy brand competitors include Parmalat SpA, through Parmalat Canada Inc. and Beatrice, and Saputo Inc.

The Yamba Yogurt line of grass fed yogurt faces very little direct competition due not only to its unique packaging format (250ml) but also the grass fed milk being the principal ingredient. Life Choices does not expect significant competition in this product category in the short term, other than the conventional dairy brand competitors.

The Holistic Choice brand of pet foods faces considerable competition. The principle competitive advantage of Holistic Choice is that it is one of very few pet food brands in Canada that can substantiate its claim to be a 'natural' product. Pet food marketing and packaging is unregulated and Life Choices' management believes that consumers have developed significant skepticism as a result. Many producers take advantage of the current packaging regulation by making claims they cannot substantiate. Life Choices intends to capitalize on its competitive advantage by providing consumers with detailed information on its raw material sourcing policies and transparency on production on its labels.

Holistic Choice clearly states three highly important claims on its packaging, namely, that it uses: no rendered meats or meals, sustainable fish, and meat sourced without added hormones or antibiotics. The Holistic Choice product uses human grade meat from a high quality human grade supply chain, making it tangibly different than most products currently on the market. While there are a vast number of competitors in the pet food market no other brand in Canada currently offers product that meets all of the above three criteria. Life Choices expects competition to rise as Holistic Choice gains visibility outside of its principle customer. In response to such expected competition management will continue to create new products and improve the natural content of Holistic Choice products.

Management will also use Holistic Choice's association with other credible natural foods brands under the GreenSpace Brands banner to add credibility to the Holistic Choice brand.

Future Developments

Life Choices continuously focuses on product development and brand extensions. Life Choices is currently evaluating further opportunities in the following categories: meat-based natural food (Life Choices brand, soon to launch Grandview Farms brand), grass fed dairy (Rolling Meadow and Yamba Yogurt brands), pet food (Holistic Choice brand) and a grass fed butter product originating from New Zealand under the 'Kiwi Pure' brand. Following completion of the Qualifying Transaction, the organic macaroni and cheese and organic pizza lines that are currently offered under the general Life Choices brand will be launched in a new snacking and convenience product spinoff brand. Life Choices is currently preparing the materials necessary to launch this new brand under the operating name "Nudge". Additional product concepts are currently in the analysis stage. It is anticipated that during the year ended March 31, 2016 Life Choices will launch up to 20 new products in a variety of natural food categories.

Life Choices has budgeted between $50,000 and $100,000 for each new product developed. This includes packaging design costs, packaging costs, retail listing fees, salaries associated with product development and other ancillary expenses. It typically takes approximately one year to launch a new product from inception to market launch. Over that period of time, product concepts are developed, product development is initiated, co-packers are chosen, packaging is designed, plates and packaging are created, trial runs are undertaken, market research is conducted and the product is launched and marketed. This development schedule varies greatly depending on the complexity of the product, obstacles encountered and general product development life cycles.

Private labelling is an arrangement whereby a manufacturer of product provides goods or services under a label or brand other than its own and often under the brand of a retailer. As product development matures and market penetration is obtained Life Choices will consider the possibility of providing its product under private label for its retailers and vendors. Management expects any such arrangements would take approximately 12 months to negotiate and put into place.

Proprietary Protection

Life Choices believes that brand awareness is a significant component in a consumer's decision to purchase one product over another in the competitive food industry and thus trademarks its brand names. Life Choices' trademarks for the product lines referred to herein as 'OrganiCuisine' and 'Life Choices' are registered in Canada and expire in 2020 and 2018 respectively. Final Canadian trademark registrations are expected for the product lines referred to herein as 'Rolling Meadow', 'Holistic Choice', 'Nudge' and 'Kiwi Pure' within the next 12 months and such trademarks will be valid for fifteen years from the date of issue. A trademark for the product line 'Bare Nuggets' has been registered in the United States. Trademarks registrations for the product lines referred to herein as 'Rolling Meadow' and 'Holistic Choice' have also been applied for in the United States. Life Choices is in the process of negotiating the acquisition of the Grandview Farms trademark for use in its business. Life Choices will continue to keep all filings current and seek protection for new trademarks to the extent consistent with business needs in order to secure proprietary protection from imitation and follow-on competitors. Life Choices does not market any brands under license.

Life Choices expects to register copyrights in certain artwork and package designs as it becomes necessary.

Any and all trade secrets surrounding recipe development and raw material sourcing are guarded strictly by Life Choices staff and co-packing manufacturers. Life Choices co-packing agreements govern the treatment of confidential information and trade secrets and as such, Life Choices' trade secrets are protected both by common law and contractually. Life Choices ensures trade secrets are protected by contractual agreement wherever possible.

Lending

Life Choices has two outstanding term loans with the Business Development Bank of Canada totalling $150,000 and an operating line of credit with TD Canada Trust for up to $300,000. Both facilities are currently secured against certain assets of Matthew von Teichman-Logischen with the TD Canada Trust facility also being secured against the assets of Life Choices. It is anticipated that in both cases the collateral provided will be discharged concurrently, or immediately following, the Private Placement and these facilities will be discharged. Life Choices has issued a promissory note to a current shareholder for $500,000. The promissory note bears interest at 12.0% per annum and matures the earlier of May 30, 2015 or five business days subsequent to the completion of the Private Placement.

SELECTED FINANCIAL INFORMATION

The following table presents selected historical financial data of Life Choices for the period indicated. The selected historical financial data should be read in conjunction with the Financial Statements of Life Choices with the notes thereto attached as Schedule "B."

Financial Results	Nine months ended December 31, 2014	Year ended March 31, 2014	Year ended March 31, 2013	Year ended March 31, 2012
Total Revenues	$2,201,116	$1,693,884	$1,560,457	$1,417,006
Income (Loss) from Continuing Operations	($853,473)	($564,971)	($112,842)	$103,849
Net Loss and Comprehensive Loss from Continuing Operations	($855,242)	($593,432)	($357,765)	($597,100)
Total Assets	$1,409,338	$607,968	$409,305	$490,252
Total Long term liabilities	$117,516	-	-	-
Cash Dividends declared	-	-	-	-
Net Loss per common share	($0.31)	($0.24)	($0.14)	($0.24)

MANAGEMENT'S DISCUSSION AND ANALYSIS OF LIFE CHOICES' FINANCIAL CONDITION AND RESULTS OF OPERATIONS FOR THE YEARS ENDED MARCH 31, 2014, MARCH 31, 2013 AND THE NINE MONTHS ENDED DECEMBER 31, 2014

The following management's discussion and analysis of the financial condition and the results of operations relates to the audited consolidated Financial Statements of Life Choices for the year ended March 31, 2014, unaudited consolidated Financial Statements of Life Choices for the year ended March 31, 2013 and the notes thereto attached and for the nine-month period ended December 31, 2014 and the notes thereto attached. Such consolidated financial statements are included elsewhere in this Filing Statement. All amounts are stated in Canadian dollars unless otherwise indicated.

Statements in this report that are not historical facts are forward-looking statements involving known and unknown risks and uncertainties and which could cause actual results to vary considerably from these statements. Readers are cautioned not to put undue reliance on forward-looking statements and should review the "forward-looking statement" summary elsewhere in this Filing Statement.

Overview

Description of Business

Life Choices was incorporated under the OBCA on May 31, 1999. The registered and head office of Life Choices is located at 178 St. George Street, Toronto, Ontario, M5R 2E6. Life Choices is in the business of developing, marketing and selling premium convenience natural food products to Canadian consumers, featuring grass fed and/or pasture raised meat and dairy, raised without the use of added hormones and antibiotics, as well as additional product offerings in the natural and whole foods markets under its affiliated brands. Life Choices sources its natural ingredients largely from local, ethically operated farms and combines those ingredients into tasty and nutritious products. Life Choices currently has four main product lines, namely: natural meat products, snacking and convenience products, natural dairy products and natural pet food products.

Life Choices has developed and manages several brands in the natural food industry, namely, Life Choices, Rolling Meadow (launched in August 2014), Yamba Yogurt (launched in January 2014) and Holistic Choice (launched in August 2014).

Life Choices offers premium convenience, natural meat products to Canadian consumers. All Life Choices beef, chicken and pork products feature one common trait: they all contain meat from grass fed and/or pasture raised animals that have not been subject to feedlot conditions. The result is meat that features higher levels of Omega 3 fatty acids and CLA's. All of Life Choices' chickens are raised in low density barns with a premium on the ethical treatment of the birds at all times. The Rolling Meadow brand offers premium quality dairy products, such as milk, yogurt and butter, made with 100% Canadian, grass fed milk. Yamba Yogurt is an 'Australian style' yogurt brand (featuring grass fed yogurt) made with five active cultures and is an all-natural source of probiotics and prebiotics, gluten-free and contains no additives or preservatives. Life Choices offers premium quality pet foods for cats and dogs through its Holistic Choice brand. Holistic Choice pet foods are made with a high percentage of fresh meat in SQF Certified plants. None of the meats have been rendered and all are free of any added antibiotics and hormones, acting as an excellent source of protein to help promote bone health, and overall happy, healthy pets.

Life Choices aims to make continuing investments in its business units and focus on cost containment, productivity, cash flow and margin enhancement to offer innovative new products with healthful attributes. By integrating various brands, Life Choices aims to achieve economies of scale and enhanced market penetration. Life Choices performs ongoing reviews of products and categories and have and may continue to eliminate certain products that do not meet standards for profitability or are not in line with the company's overall strategy**.**

Executive Summary

The year ended March 31, 2013 was a transition year for Life Choices as it focused on the Life Choices brand after ceasing the Living Right business during the year ended March 31, 2012. The year ended March 31, 2014 marked a very exciting year for Life Choices. Life Choices continued to focus on its Life Choices brand and introduced a number of new products including a BBQ line of Life Choices sausages and beef/chicken burgers. Other product lines continued to see strong demand with the exception of organic mini-pizzas which were largely replaced with higher demand of Life Choices' organic 10" pizzas.

Yamba Yogurt, the Australian style yogurt brand, manufactured using grass fed milk. The product has been well received in the market place evidenced by the significant and growing number of orders from a variety of retail chains. Sales of Yamba Yogurt for the three-months the product was available during the year ended March 31, 2014 have met management's expectations.

Life Choices launched two new brands during the the nine-month period ended December 31, 2014, Rolling Meadow and Holistic Choice. At December 31, 2014, these two brands have had less than six months in the market but have been received very well by both consumers and retailers. Holistic Choice is currently the sole pet food offering in the natural value section of Loblaw stores across Canada and as such has enjoyed strong revenue growth. Management expects to add distributors for the Holistic Choice brand in the coming year which will increase revenue for the brand. The Rolling Meadow brand of grass fed dairy has also had early success as the brand gains exposure through the larger natural food store chains and independent grocery chains. As brand recognition grows and demand for the various grass fed dairy products for Rolling Meadow increases, Life Choices expects to add retail listings of these products and increase production.

In June 2014, Life Choices ceased operating a business named "The Everyday Fundraising Group". This business was an online grocery store where a portion of each sale was donated to a charity of the customers' choice. For the year ended March 31, 2014, revenue from TEFG represented less than 1% of Life Choices' total revenue. The operating results have been recorded as a discontinued operation for all periods presented.

Results of Operations Nine-Months Ended December 31, 2014 Compared To Nine-Months Ended December 31, 2013

Financial and Operations Overview

For the nine-month period ended December 31, 2014, revenue increased 84.8% to $2.2 million, compared to $1.2 million for the nine-month period ended December 31, 2013. The increase is due to the launch of dairy products under the Rolling Meadow brand in August 2014 and the launch of pet food products under the Holistic Choice brand also in August 2014. No revenue existed for the two brands for the nine-month period ended December 31, 2013. Rolling Meadow and Holistic Choice represented approximately 50% of the total increase in revenue for the nine-month period ended December 31, 2014. Life Choices' Life Choices brand within the BBQ line of products and breaded line of products also had significant revenue growth of 62% in the nine-month period ended December 31, 2014 compared to the nine-month period ended December 31, 2013. Management has attributed the increased success of the Life Choices brand of products to the re-design of packaging to ensure the presentation of key messages is clear to the end consumer. Yamba Yogurt revenue represented 11% of the increase in revenue in the nine-month period ended December 31, 2014. Yamba Yogurt was launched in January 2014 and therefore, no revenues exist in the nine-month period ended December 31, 2013. Management expects continued sales momentum from the re-designed Life Choices brand, Rolling Meadow, Yamba Yogurt and Holistic Choice.

Cost of goods sold increased 86.6% to $1.9 million for the nine-month period ended December 31, 2014, compared to $1.0 million in the nine-month period ended December 31, 2013. The increase is due to increased sales mainly from the launch of Rolling Meadow and Holistic Choice in the current period.

Gross margin percentage decreased to 14.5% in the nine-month period ended December 31, 2014 compared to the nine-month period ended December 31, 2013. Dairy products which are part of the Rolling Meadow brand have lower gross margins when compared to the Life Choices brand and Holistic Choice brand. In contrast, Holistic Choice commands a higher gross margin then the Life Choices brand. In addition, Life Choices provided higher discounts and allowances as a percentage of revenue to retailers to support the new brand launches which resulted in lower gross margin. As sales continue to increase across all brands, management expects gross margin to become more consistent period-over-period.

All major cost lines increased in the nine-month period ended December 31, 2014 compared to the nine-month period ended December 31, 2013. This is due to increased revenue and the launch of Rolling Meadow and Holistic Choice into the market-place. To launch its brands, Life Choices increased expenditures on marketing and promotion and incurred significant development costs prior to launching its brands. In addition, Life Choices has doubled its staff since March 31, 2014, adding a Vice President Brands and Business Development as well as a marketing team to support existing and the development of new Life Choices brands. Management expects all expenses to continue to increase as new products and new brands are launched, however, new product and brand launch costs are expected to decrease as a percentage of revenue in future periods as Life Choices begins to reap the benefits of past marketing campaigns.

Life Choices incurred net interest expense of $67,653 for the nine-month period ended December 31, 2014 compared to interest expense of $16,044 in the nine-month period ended December 31, 2013. The increase is attributable to a higher average bank overdraft balance for the current nine-month period compared to the same period a year ago, the interest bearing convertible promissory notes issued in the year ended March 31, 2014, and the two new term loans from the Business Development Bank of Canada. In addition the Company recorded $15,846 in accretion expense related to the conversion of the convertible promissory notes in interest expense.

Results of Operations for the Year Ended March 31, 2014 Compared to the Year Ended March 31, 2013

Financial and Operations Overview

Revenue increased 8.6% to $1.7 million for the year ended March 31, 2014 compared to the same period in the prior year. The increase in revenue is attributable to the introduction of new products under the Life Choices brand, mainly the BBQ line of sausages and beef and chicken burgers. Additionally, Life Choices introduced the Yamba Yogurt brand, sales of which have been included for 3 months in the period ended March 31 2014. Life Choices expects that: (a) the continued introduction of new products under the Life Choices brand, (b) a full fiscal year of sales of Yamba Yogurt, and (c) the planned launch of new brands, will cause a continued increase in revenues in future periods.

Cost of goods sold increased 24.3% to $1.3 million for the year ended March 31, 2014 compared to $1.1 million for the year ended March 31, 2013. The increase is due to the introduction of new products and increased sales. In addition Life Choices completed a comprehensive review of inventory at March 31, 2014 and recorded a $75,799 write-down.

Gross margin as a percentage of revenue decreased to 20.5% compared to 30.6% for the year ended March 31, 2013. The decrease is due to the aforementioned write-down of inventory accounting for 4.5% of the decrease in gross margin percentage. Moreover, Life Choices discounted its 'Mini Pizzas' as this product was being discontinued. Lastly, the new BBQ line of beef and chicken burger products generated a lower gross margin than the overall average gross margin percentage of 30.6% for the year ended March 31, 2013. Life Choices expects that as Yamba Yogurt sales will continue to increase and planned gross margins will be achieved on new brands introduced in the coming fiscal year, causing gross margin to improve in future periods.

General and administrative costs increased 56.0% in the year ended March 31, 2014 compared to the year ended March 31, 2013. Life Choices updated its websites in the year ended March 31, 2014 and incurred significant website development costs. In addition, Life Choices incurred significant administrative costs related to the launch of Yamba Yogurt and began to incur some additional costs as it developed new brands planned for launch during the year ended March 31, 2015.

Other major cost lines increased in the year ended March 31, 2014 compared to the year ended March 31, 2013 due to the increase in revenue. Life Choices increased its advertising and promotion spending related to the launch of the BBQ line of sausages and beef and chicken burgers and the launch of the Yamba Yogurt brand.

Salaries and related benefits increased 87.4% in the year ended March 31, 2014 compared to the same period a year ago. A significant part of the increase is $75,000 of wages from Life Choice employees was allocated to The Everyday Fundraising group in the year ended March 31, 2013, which in the year ended March 31, 2014 is recorded in discontinued operations. This allocation was not completed in the year ended March 31, 2014. In addition, salaries and related benefits increased due to an increase in head count and increase in hours for employees paid on hourly basis due the growth of the business year-over-year. Lastly, the Company received a decreased amount of scientific research and experimental development tax credits for the year ended March 31, 2014 compared to the year ended March 31, 2013 which are recorded as a reduction of salaries and related benefits.

Life Choices incurred net interest expense of $30,721 in the year ended March 31, 2014 compared to net interest expense of $7,067 in the year ended March 31, 2013. The increase is attributable to a higher average bank overdraft balance for the year ended March 31, 2014 compared to the year ended March 31, 2013 and the issuance of interest bearing convertible promissory notes during the year ended March 31, 2014.

Results of Operations for the Year Ended March 31, 2013 Compared to the Year Ended March 31, 2012

Financial and Operations Overview

Revenue increased 10.1% to $1.6 million for the year ended March 31, 2013 compared to the same period in the prior year. The increase in revenue is attributable to two large grocery retailers listing the BBQ line of hot dogs under the Life Choices brand.

Gross margin as a percentage of revenue decreased to 30.6% compared to 34.2% for the year ended March 31, 2012. The decrease is due to the aforementioned listings of the BBQ line of hot dogs which were discounted to obtain the listings with the two large grocery retailers, including higher discounts and allowances to support the retailers in their efforts to sell the product to the end consumer.

General and administrative costs increased approximately $106,000 in the year ended March 31, 2013 compared to the year ended March 31, 2012. During the year Life Choices recorded approximately $104,000 in increased bad debt expense to write-off uncollectible accounts receivable accounts which had been outstanding for an extended period of time.

Salaries and related benefits increased 50.0% in the year ended March 31, 2013 compared to the same period a year earlier. This increase is due to additional administrative head count during the year.

Advertising and promotion expense increased 21.4% in the year ended March 31, 2013 compared to the year ended March 31, 2012. Life Choices increased its spending on advertising and in-store demonstrations during the year related to the aforementioned listing of the BBQ line of hot dogs. This was offset by Life Choices discontinuing use of a public relations firm during the year.

Other major cost lines remained consistent in the year ended March 31, 2013 compared to the year ended March 31, 2012 with a slight increase in professional fees due to increased consulting costs.

Outlook

Management believes Life Choices has positioned itself well for ongoing revenue growth and profitability. Life Choices launched three new brands in the first half of the year ended March 31, 2015 with great success. Management expects continued revenue growth from these three new brands as their brand recognition grows in the natural food industry. In addition, management expects to launch an additional 20 new products under existing and new brands. Management will engage in marketing efforts with a view to achieving revenue growth while ensuring product gross margins are maintained, in order to position Life Choices for profitability and positive operating cash flows in future periods.

Liquidity

Cash flow from continuing operations consumed $0.5 million and $1.3 million, for the year ended March 31, 2014 and nine-months ended December 31, 2014, respectively. At December 31, 2014, Life Choices is in a negative working capital position of $0.2 million compared to a negative working capital position of $0.5 million at March 31, 2014. Life Choices has financed its negative cash flow from operations to date through the issuance of Life Choice Shares, see "*Part II – Capitalization and Part II – Prior Sales*", and convertible promissory notes, described below.

The consolidated financial statements have been prepared on a going concern basis. The going concern basis of presentation assumes Life Choices will continue in operation for the foreseeable future and be able to realize its assets and discharge its liabilities and commitments in the normal course of operations. The ability of Life Choices to continue as a going concern is dependent upon additional financial support. Life Choices will receive funds via the Private Placement, expected to close concurrently with the closing of the Transaction. Management believes this capital will be sufficient for Life Choices to continue as a going concern and discharge its ongoing liabilities and obligations.

Life Choices' future operating cash flows are largely dependent upon Life Choices' profitability and its ability to manage its working capital requirements, primarily inventory, accounts receivable, and accounts payable.

During the year ended March 31, 2014 Life Choices issued convertible promissory notes for total proceeds of $314,371 bearing interest at 12% per annum. In April 2014, Life Choices issued an additional convertible promissory note for total proceeds of $100,000 bearing interest at 10% per annum on the same terms and conditions. In December 2014, all convertible promissory notes totaling in the aggregate $414,371 were converted, with the consent of the holders, into common shares resulting in the issuance of 285,772 common shares at a conversion price of $1.45 per share.

During the nine-month period ended December 31, 2014, Life Choices entered into a five year term loan for $100,000 bearing interest at 8.25% and a 4-year term loan for $50,000 bearing interest at 6.0%, with the Business Development Bank of Canada. The funds are being used by Life Choices for working capital and general corporate purposes. The term loans do not have any financial covenants. Life Choices also has a $300,000 overdraft facility with TD Canada Trust that is also used for working capital and general corporate purposes. At December 31, 2014

Life Choices had $292,692 outstanding under the overdraft facility. The overdraft facility does not have any financial covenants.

Capital Resources

None.

Off-Balance Sheet Arrangements

Life Choices has a $1,012 per month off-balance sheet vehicle lease agreement for a delivery van expiring in December 2015. The total obligation for this vehicle lease remaining at December 31, 2014 was $12,144. Life Choices has no other significant off- balance sheet arrangements.

Related Party Transactions

- Life Choices has a verbal informal short term lease arrangement for office space with a shareholder of Life Choices. For the period ended December 31, 2014 Life Choices paid rent expense of $6,186.

- Life Choices received a minority investment from common shareholders of Life Choices into TEFG. The TEFG business has been discontinued and on February 13, 2015 Life Choices repurchased the TEFG shares from the minority shareholders' at a nominal value.

- Life Choices has an outstanding balance of $360,176 due to Matthew von Teichman-Logischen at December 31, 2014.

- Life Choices purchases raw materials for the production of its products through a meat broker Ronald A. Chisolm Ltd. whose principal is also a shareholder of Life Choices. Management believes that the purchase of raw materials is on arm's length commercial terms at the applicable time of the purchase of such raw materials.

- Each of Matthew von Teichman-Logischen and his spouse have provided personal guarantees with regards to the term loans outstanding with the Business Development Bank of Canada. Life Choices expects to discharge these guarantees concurrent or shortly subsequent to the Closing of the Transaction.

- Matthew von Teichman-Logischen and his spouse personally guarantee and also have provided their personal residence as collateral for the TD Canada Trust overdraft facility. Life Choices expects to discharge the guarantee and collateral concurrent or shortly subsequent to the Closing.

- Life Choices acts as a collection agent on behalf of an unrelated company controlled by a shareholder of Life Choices, by collecting funds and periodically distributing funds to the shareholder's company without compensation to Life Choices for these functions. This arrangement was made to assist the shareholder in the administration of the unrelated company. At December 31, 2014, $71,842 was due to the unrelated company controlled by a shareholder of Life Choices.

- Life Choices has issued a promissory note to a current shareholder for $500,000. The promissory note bears interest at 12.0% per annum and matures the earlier of May 30, 2015 or five business days subsequent to the completion of the Private Placement.

Subsequent Events

The following events occurred subsequent to December 31, 2014:

On February 13, 2015, Life Choices repurchased 100% of the outstanding TEFG shares from the minority shareholders' for a nominal value. Effective as of the date hereof, TEFG is a wholly-owned subsidiary of Life Choices.

Life Choices has issued a promissory note to a current shareholder for $500,000. The promissory note bears interest at 12.0% per annum and matures the earlier of May 30, 2015 or five business days subsequent to the completion of the Private Placement.

The Corporation, Aumento Subco and Life Choices have entered into the Definitive Agreement pursuant to which Life Choices will amalgamate with Aumento Subco to form Amalco. Prior to the Amalgamation and the Private Placement, Life Choices will implement the Share Split; a 1 to 4.364521 split of its existing shares. Pursuant to the Amalgamation, each Life Choices Share will be exchanged for one Resulting Issuer Share. As a result of the Amalgamation, the property of each of Life Choices and Aumento Subco will become the property of Amalco, and Amalco will continue to be liable for the obligations of each of Life Choices and Aumento Subco. Amalco will continue to carry on the business and operations of Life Choices as a wholly-owned subsidiary of the Resulting Issuer, and the shareholders of Life Choices will own approximately 75% of the Resulting Issuer (on a non-diluted basis assuming completion of the Share Consolidation and the Private Placement.)

As a condition to Closing, following the Share Split, Life Choices will complete the Private Placement of approximately 3,897,059 Life Choices Shares at a purchase price of $1.36 per share, for gross proceeds of approximately $5.3 million. Should the Private Placement Agent exercise its Overallotment Option in full an additional 584,559 Life Choices Shares will be issued for gross proceeds of $795,000.

Critical Accounting Policies and Estimates

Revenue Recognition

Life Choices recognizes revenue from the sale of goods when significant risks and rewards of ownership of the goods are transferred to the customer, it is probable that the economic benefits will flow to Life Choices and the amount of revenue can be measured reliably, which generally arises on delivery or in accordance with specific terms and conditions agreed with customers. Consideration given to customers such as value incentives, rebates, early payment discounts and other discounts are recorded as reductions in revenue.

Allowance for Doubtful Accounts

Life Choices records an allowance for doubtful accounts related to accounts receivable that may potentially be impaired. Life Choices' allowance is estimated by: (a) reviewing the current business environment, customer and industry concentrations, and historical experience, and (b) an additional allowance for specifically identified accounts that are significantly impaired. A change to these factors could impact the estimated allowance. The provision for bad debts is recorded in selling, general and administrative expenses.

Estimates of recoverable amounts are based on management's best estimate of a customer's ability to settle its obligations, and actual amounts received may be affected by various factors, including industry conditions and changes in individual customer financial conditions. To the extent that actual losses on uncollectible accounts differ from those estimated in Life Choices provision, both accounts receivable and net loss will be affected.

Inventory

Inventory is valued at the lower of cost and net realizable value. Net realizable value is the estimated selling price, in the ordinary course of business, less appropriate selling costs. Inventory consists of raw materials, mainly raw meat provided to Life Choices' suppliers to produce a finished product, finished products, and packaging.

Management makes estimates of the future customer demand for Life Choices' products when establishing appropriate provisions for inventory. In making these estimates, management considers product life of inventory and the profitability of recent sales of inventory. In many cases, product sold by Life Choices turns over quickly and inventory on-hand values are lower, thus reducing the risk of material misstatement. Management ensures that systems are in place to highlight and properly value inventory that may be approaching "best before" dates. To the extent that actual losses on inventory differ from those estimated, both inventory and net loss will be affected.

Income Taxes

Income tax expense consists of current and deferred tax expense. Income tax expense is recognized in profit and loss except to the extent that it relates to items recognized directly in equity or other comprehensive income.

Current tax is recognized and measured at the amount expected to be recovered from or payable to the taxation authorities based on the income tax rates enacted or substantively enacted at the end of the reporting period and includes any adjustment to taxes payable in respect of previous years.

Deferred tax is recognized on any temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable earnings. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized and the liability is settled. The effect of a change in the enacted or substantively enacted tax rates is recognized in net earnings and comprehensive income or in equity depending on the item to which the adjustment relates.

Deferred tax assets are recognized to the extent future recovery is probable. At each reporting period end, deferred tax assets are reduced to the extent that it is no longer probable that sufficient taxable earnings will be available to allow all or part of the asset to be recovered.

Uncertainties exist with respect to the interpretation of complex tax regulations and the amount and timing of future taxable income. Life Choices establishes provisions, based on reasonable estimates, for possible consequences of audits by the tax authorities. The amount of such provisions is based on various factors, such as experience of previous tax audits and differing interpretations of tax regulations by the taxable entity and the responsible tax authority. Deferred tax assets are recognized for all unused tax losses to the extent that it is probable that taxable earnings will be available against which the losses can be utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable earnings together with future tax planning strategies.

Investment tax credits

Life Choices applies for investment tax credits in relation to qualifying scientific research and experimental development expenditures incurred. Only when Life Choices has reasonable assurance that these investment tax credits will be received are they recognized and accounted for as a reduction in the related expenditure for items of a current expense nature.

Changes in Accounting Policy

See Note 2 to the accompanying consolidated financial statements for discussion of IASB recent accounting pronouncements.

DESCRIPTION OF SECURITIES OF LIFE CHOICES

Share Capital

In accordance with its articles of incorporation filed on May 31, 1999, Life Choices is authorized to issue an unlimited number of common shares. As of the date of this Filing Statement, Life Choices has 14,705,885 common shares issued and outstanding (post Share-Split). The holders of the Life Choices Shares are entitled to receive notice of and to attend any meeting of Life Choices shareholders and have the right to one vote per Life Choices Share thereat. The holders of Life Choices Shares are entitled to receive any dividend declared by the Life Choices board of directors, and have the right to receive a proportionate amount, on a per share basis, of the remaining property of Life Choices on its dissolution, liquidation, winding up or other distribution of its assets or property among its shareholders for the purpose of winding up its affairs.

Capitalization

The share capitalization of Life Choices as at the dates indicated is as follows:

Security	Authorized or to be Authorized	Amount outstanding as of December 31, 2014	Amount outstanding as of April 13, 2015 prior to giving effect to the Transaction
Common Shares	Unlimited	3,369,415(1)	3,369,415(1)

Note:
(1) Would be equal to 14,705,885 Life Choices Common Shares following the Share Split.

Prior Sales

From January 1, 2014 to the date of this Filing Statement, 833,069 Common Shares have been issued by Life Choices as follows:

Date Issued	Number of Shares	Issue Price per Share ($)	Aggregate Issue Price ($)	Nature of Consideration
June 2014	203,125	$1.60	$325,000	Cash
October 2014	285,772	$1.45	$414,371	Debt Conversion
November 2014	37,879	$1.32	$50,000	Cash
December 2014	306,293	$1.96	$600,334	Cash
TOTAL	**833,069(1)**			

Note:
(1) Would be equal to 3,635,947 Life Choices Common Shares following the Share Split.

EXECUTIVE COMPENSATION

Named Executive Officers

Provided below is disclosure on the "Named Executive Officers" or "NEOs" of Life Choices for the nine month period ending December 31, 2014, being its CEO, CFO (or an individual that served in a similar capacity) and the four most highly compensated executive officers in addition to the CEO.

The NEO's of Life Choices for the nine month period ending December 31, 2014 are: Matthew von Teichman-Logischen, CEO and Aaron Skelton and Vice President of Brands and Business Development. For the nine month period ending December 31, 2014, financial reporting to the board of directors of Life Choices was overseen by the Chief Executive Officer, Matthew von Teichman-Logischen. Mathew Walsh was appointed as Vice President of Finance and Chief Financial Officer of Life Choices effective April 6, 2015.

Compensation Discussion and Analysis

The general objectives of Life Choices' compensation strategy are to: (a) compensate management in a manner that encourages and rewards a high level of performance and outstanding results, with a view to increasing long-term shareholder value; (b) align management's interests with the long-term interests of shareholders; and (c) attract and retain highly qualified executive officers.

Elements of Compensation – Base Salary

Each Life Choices NEO receives a base salary, which constitutes the entirety of the Life Choices NEO's compensation with the exception of Aaron Skelton who receives base salary, performance bonus, and allowances for various expenses including a vehicle. Base salary is recognition for discharging day to day duties and responsibilities and reflects the Life Choices NEO's performance over time, as well as that individual's particular experience and qualifications. A Life Choices NEO's base salary is reviewed by the Life Choices board on an annual basis and may be adjusted to take into account performance contributions for the year and to reflect sustained performance contributions over a number of years.

Risks of Compensation Policies and Practices

The Life Choices board considers and assesses the implications of risks associated with Life Choices' compensation policies and practices and devotes such time and attention as is believed to be necessary in the circumstances. Life Choices' practice of compensating its officers primarily through base salary is designed to mitigate risk by: (a) ensuring that Life Choices retains such officers; and (b) aligning the interests of its officers with the short-term and long-term objectives of Life Choices and its shareholders. As at the date of this Filing Statement, the Life Choices board had not identified risks arising from Life Choices' compensation policies and practices that are reasonably likely to have a material adverse effect of Life Choices.

Purchase of Financial Instruments

The Life Choices officers and director are prohibited from purchasing financial instruments, such as prepaid variable forward contracts, equity swaps, collars or units of exchange funds that are designed to hedge or offset a decrease in market value of equity securities of Life Choices granted as compensation or held, directly or indirectly, by a Life Choices NEO or director.

Summary Compensation Table

The following table sets forth the compensation earned by the NEOs for the three years ended March 31, 2014 and for the nine months ended December 31, 2014.

Name and principal position	Year	Salary ($)	Share-based awards ($)	Option-based awards ($)	Non-equity incentive plan compensation ($)		Pension value ($)	All other compensation ($)	Total compensation ($)
					Annual incentive plans	Long-term incentive plans			
Matthew von Teichman-Logischen President, CEO and acting CFO[(1)]	Nine months ended December 31, 2014	$112,500	Nil	Nil	Nil	Nil	Nil	Nil	$112,500
	2014	$150,000	Nil	Nil	Nil	Nil	Nil	Nil	$150,000
	2013	$150,000	Nil	Nil	Nil	Nil	Nil	Nil	$150,000
	2012	$150,000	Nil	Nil	Nil	Nil	Nil	Nil	$150,000
Aaron Skelton, Vice President of Brands and Business Development[(2)]	Nine months ended December 31, 2014	$100,000	$37,665	Nil	Nil	Nil	Nil	Nil	$137,665
	2014	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2013	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2012	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

(1) Mr. von Teichman-Logischen's salary includes $25,000 for director fees for the three years ended March 31, 2014 and $18,750 for the nine months ended December 31, 2014.

(2) Mr. Skelton's annual salary was $125,000 until September 30, 2014 and $150,000 thereafter.

Incentive Plan Awards - Outstanding Share-Based Awards And Options-Based Awards

On April 1, 2014, under Mr. Skelton's employment agreement, Life Choices granted Mr. Skelton incentive options, exercisable at a variable price to be determined upon exercise by dividing the agreed upon fair value of Life Choices by the number of common shares outstanding at the time of exercise. Therefore, the number of common shares to be granted on exercise would not be fixed until exercise, however, the value of the shares to be issued to Mr. Skelton upon exercise was fixed at $50,000. On December 10, 2014, Mr. Skelton exercised these incentive options and received 37,879 shares at $1.32 per share.

Pension Plan Benefits

No benefits were paid, and no benefits are proposed to be paid to the Named Executive Officers under any pension or retirement plan.

No deferred compensation plans were paid, and no benefits are proposed to be paid to the Named Executive Officers under a deferred compensation plan.

Termination and Change of Control Benefits

Other than with Aaron Skelton Life Choices has no employment contracts with any NEO and in any event has no plans or arrangements in respect of any compensation received or that may be received by a NEO in the year ended March 31, 2014 in respect of compensating such director or officer in the event of termination (as a result of resignation, retirement or change of control) or in the event of change of responsibilities following a change of control.

The services of Matthew von Teichman-Logischen as chairman of the board are provided through MAVTL Holdings Ltd., a company incorporated under the OBCA. Mr. von Teichman-Logischen resides in the City of Toronto, in the Province of Ontario. Through MAVTL Holdings Ltd., Mr. von Teichman-Logischen discharges and carries out the duties and functions and exercises such powers as are incidental to the position of a chairman. Matthew von Teichman-Logischen also earns an executive salary in association with his position as president and chief executive officer of Life Choices which is paid to him personally and not through MAVTL Holdings Ltd.

The following describes the material terms and conditions of the employment contracts of the Named Executive Officers in effect during the nine month period ended December 31, 2014.

On April 1, 2014, Life Choices entered into an employment contract with Mr. Skelton. In addition to the compensation terms summarized above, this employment agreement contains provisions relating to non-solicitation and fringe benefits such as, reimbursement of expenses and vacation. The employment agreement may be terminated by Mr. Skelton by providing four weeks prior written notice to Life Choices. Life Choices may terminate Mr. Skelton's employment at any time, without cause, by providing written notice and making a lump sum payment equal to one month of the total annual compensation payable (including annual base salary, performance bonus and various expense and vehicle allowances) for every year Mr. Skelton was employed with Life Choices, prorated for the year of termination, plus reimbursement of certain expenses.

DIRECTOR COMPENSATION

Summary Compensation Table – Directors

The following table sets forth the compensation earned by the director of Life Choices for the year ended March 31, 2014.

Name and principal position	Director Fees ($)	Share-based awards ($)	Option-based awards ($)	Non-equity incentive plan compensation ($)		Pension value ($)	All other compensation ($)	Total compensation ($)
				Annual incentive plans	Long-term incentive plans			
Michael Belcourt	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Richard Posluns	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Wolf von Teichman	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Jeffrey Ryley	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Christopher Wood	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

No fees have been paid for the nine months ended December 31, 2014.

Incentive Plan Awards - Outstanding Share-Based Awards And Options-Based Awards

Life Choices has not issued any plan-based awards to any directors to date.

MANAGEMENT CONTRACTS

No management functions are to any substantial degree performed by a person other than the directors and senior officers of Life Choices.

NON-ARM'S LENGTH PARTY TRANSACTIONS

Life Choices leases its office space on a verbal basis from a shareholder of the company. Life Choices has issued a promissory note to a current shareholder for $500,000. The promissory note bears interest at 12.0% per annum and matures the earlier of May 30, 2015 or five business days subsequent to the completion of the Private Placement. Life Choices acts as a collection agent on behalf of an unrelated company controlled by a shareholder of Life Choices, by collecting funds and periodically distributing funds to the shareholder's company without compensation to Life Choices for these functions. This arrangement was made to assist the shareholder in the administration of the unrelated company. At December 31, 2014, $71,842 was due to the unrelated company controlled by a shareholder of Life Choices.

LEGAL PROCEEDINGS

Life Choices filed a statement of claim on November 29, 2014 claiming, among other things, damages of $100,000, against Belmont Meat Products Limited in connection with a run of natural beef burgers which Life Choices did not consider to be of acceptable quality. A statement of defence has been filed by Belmont and the parties are in the process of scheduling the next step in proceedings.

MATERIAL CONTRACTS

Life Choices has not entered into any contracts, other than in the ordinary course of business, in the last two years other than the Definitive Agreement.

Copies of these agreements will be available for inspection at the offices of Aird & Berlis LLP, Brookfield Place, Suite 1800, Box 754, 181 Bay Street, Toronto, Ontario M5J 2T9 during ordinary business hours until the date of Closing and for a period of 30 days thereafter.

PART III - INFORMATION CONCERNING THE RESULTING ISSUER

Information contained in this Section assumes completion of the Transaction and acceptance by the Exchange of the Qualifying Transaction.

CORPORATE STRUCTURE

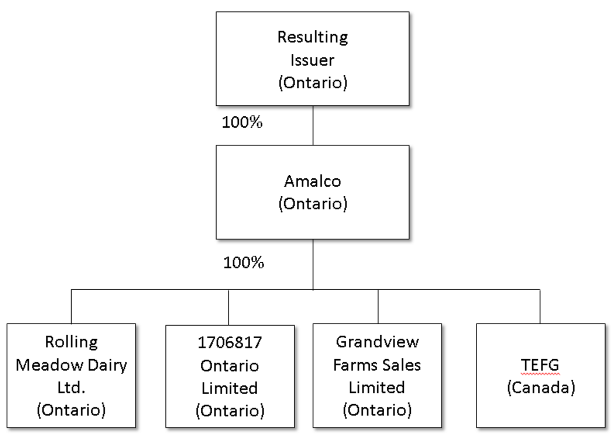
Name and Incorporation

Following the Closing, Life Choices will be a wholly owned subsidiary of the Resulting Issuer. It is proposed that Aumento will acquire 100% of the issued and outstanding Common Shares of Life Choices in exchange for up to 18,602,944 Common Shares of the Resulting Issuer, including up to 3,897,059 Life Choices Common Shares issued pursuant to the Private Placement (assuming no exercise of the Overallotment Option). The Private Placement Broker Options will be exchanged for equivalent securities of the Resulting Issuer.

The capital structure of the Resulting Issuer will be unchanged, other than for the Share Consolidation, and the issuances of Common Shares contemplated by the Transaction. Upon completion of the Transaction and subject to the approval of the Exchange, the Resulting Issuer will be named "GreenSpace Brands Inc." and will be classified as a Tier 1 issuer in the Industrial Segment for purposes of the policies of the Exchange. The Resulting Issuer will be governed by the OBCA and will have a registered and head office at 178 St. George St., Toronto, Ontario, M5R 2M7.

Intercorporate Relationships

Following the amalgamation of Life Choices and Aumento Subco to form Amalco pursuant to the laws of the Province of Ontario, Amalco will be wholly-owned subsidiary of the Resulting Issuer. The following chart shows the corporate organization of the Resulting Issuer and the jurisdictions of incorporation for each entity:



NARRATIVE DESCRIPTION OF THE BUSINESS

The Resulting Issuer intends to continue Life Choices' business of developing, marketing and selling premium convenience natural food products to Canadian consumers, featuring grass fed and/or pasture raised meat and dairy, raised without the use of added hormones and antibiotics, as well as additional product offerings in the natural and whole foods markets under its affiliated brands.

Life Choices intends to launch its snacking and convenience food brand, 'Nudge' in the near future, as well as launch a 'fresh' grass fed beef brand into retail channels under the Grandview Farms brand name. Life Choices intends to launch new products under the Rolling Meadows, Life Choices and Holistic Choice brands.

SECURITIES OF THE RESULTING ISSUER

Pursuant to the terms of the Definitive Agreement, on Closing, the following securities will be issued by the Resulting Issuer:

(a) 18,602,944 Common Shares in exchange for all of the issued and outstanding Life Choices Shares, including the Life Choices Shares issued pursuant to the Private Placement (assuming no exercise of the Overallotment Option); and

(b) 265,074 broker options, in exchange for the Private Placement Broker Options (assuming no exercise of the Overallotment Option).

PRO FORMA CONSOLIDATED CAPITALIZATION

Pro Forma Consolidated Capitalization

The following table sets out the pro forma capitalization of the Resulting Issuer prior to and after giving effect to the Transaction. The numbers below reflect the completion of the Share Consolidation. This table should be read in conjunction with the Pro Forma Financial Statements, attached hereto as Schedule "B".

Security	Amount Authorized	Outstanding after the Share Consolidation and prior to giving effect to the Transaction	Outstanding after giving effect to the Share Consolidation and the Transaction, assuming completion of the Private Placement[3]
Common Shares	Unlimited	804,650	19,407,594
Agents IPO Options	-	50,715[1]	50,715[1]
Stock Options	Up to 10% of the issued and outstanding Common Shares	80,464[2]	80,464[2]
Private Placement Broker Options	See Glossary for a summary.	Nil	265,074[4]

Notes:

(1) Exercisable for an equal number of Common Shares at $1.20 per Common Share.
(2) Exercisable for an equal number of Common Shares at $1.20 per Common Share.
(3) Assuming no exercise of the Overallotment Option.
(4) Exercisable for 24 months following the date of Closing of the Private Placement at the Private Placement Issue Price.

Fully Diluted Pro Forma Share Capitalization

The following table sets out the expected fully diluted share capital of the Resulting Issuer after giving effect to the Transaction, assuming the exercise or conversion of all options and convertible securities into Resulting Issuer Shares:

	Common Shares upon completion of the Share Consolidation, theTransaction, assuming completion of Private Placement[1] [2]	Percentage of class (assuming completion of Private Placement) [2]
Common Shares of Aumento issued and outstanding[1]	804,650	4%
Common Shares issuable on exercise of Agent's IPO Options[1]	50,715	>1%
Common Shares issuable on exercise of options issued to directors and officers of the Corporation	80,464	>1%

	Common Shares upon completion of the Share Consolidation, theTransaction, assuming completion of Private Placement(1) (2)	Percentage of class (assuming completion of Private Placement) (2)
Common Shares issued to Life Choices shareholders on Amalgamation (excluding shareholders as a result of the Private Placement)	14,705,885	71%
Common Shares issued to Life Choices shareholders who subscribed in the Private Placement on Amalgamation	3,897,059	20%
Common Shares issuable on exercise of the Private Placement Broker Options	265,074	1%
Totals:	19,803,847	100%

Notes:
(1) Numbers reflect completion of the Corporation's Share Consolidation and Life Choices' Share Split.
(2) Assuming no exercise of the Overallotment Option.

AVAILABLE FUNDS AND PRINCIPAL USES

Funds Available

The following table sets forth the estimated total funds available to the Resulting Issuer upon completion of the Transaction and the Private Placement:

Source	Amount (Minimum)	Amount (Maximum)(1)
Working capital as of January 31, 2015	$512,877	$512,877
Funds raised from Private Placement	$5,300,000	$6,095,000
Estimated Fees and expenses of the Transaction	$874,000	$930,000
Available Funds	$4,938,877	$5,677,877

Notes:
(1) Assuming full exercise of the Overallotment Option.

Principal Use of Available Funds

The following table sets forth the principal purposes for which the estimated funds available to the Resulting Issuer upon completion of the Transaction will be used and the current estimated amounts to be used for each such principal purpose:

Use	Amount (Minimum)	Amount (Maximum)
Estimated Available Funds	$4,938,877	$5,677,877
Debt Repayment	($950,000)	($950,000)
Repayment of related party liability	($300,000)	($300,000)
New product/brand launches	($1,200,000)	($1,200,000)
Marketing	($700,000)	($700,000)
Working Capital(1)	($600,000)	($1,000,000)
Potential Acquisitions(2)	($950,000)	($1,300,000)
Total Anticipated Use of Funds	$4,700,000	$5,450,000
Total Unallocated Funds	$238,877	$277,877

Notes:
(1) Inventory levels will ultimately be determined by sales and the success of new brand/product launches. Inventory purchases will be paid for from available working capital.
(2) Following the Closing the Resulting Issuer intends to pursue businesses and/or technologies that management considers a strategic fit with its business. Life Choices currently has no commitments for any acquisitions.

Dividend Policy

It is not expected that the Resulting Issuer will declare any dividends for the foreseeable future. The Resulting Issuer will have no restrictions on paying dividends, but if the Resulting Issuer generates earnings in the foreseeable future, it is expected that they will be retained to finance growth, if any. The Board will determine if and when dividends should be declared and paid in the future based upon the Resulting Issuer's financial position at the relevant time. Holders of Resulting Issuer Shares are entitled to an equal share in any dividends declared and paid on the Resulting Issuer Shares.

PRINCIPAL SECURITY HOLDERS

To the knowledge of management of the Corporation, no Person or Company is anticipated to own of record or beneficially, directly or indirectly, or exercise control or direction over more than 10% of any class of voting securities of the Resulting Issuer upon completion of the Transaction, except for the following:

Shareholder name and municipality of residence	Number and percentage of securities of each class of voting securities of the Resulting Issuer proposed to be beneficially owned, directly or indirectly, or over which control or direction is proposed to be exercised, assuming the completion of the Private Placement and Share Consolidation
Matthew von Teichman-Logischen, Toronto, Ontario	6,036,843 31%

PROPOSED DIRECTORS AND OFFICERS

Upon the Closing, Matthew von Teichman-Logischen, James M. Brown, James Haggarty, Blair Tamblyn, and Roger Daher, will form the board of directors of the Resulting Issuer. Matthew von Teichman-Logischen will act as Chief Executive Officer, Mathew Walsh will act as Secretary and Chief Financial Officer and Aaron Skelton as Vice President – Brands and Business Development of the Resulting Issuer. The following table shows certain information concerning the individuals who are proposed to become directors and/or officers of the Resulting Issuer upon the completion of the Transaction, including completion of the Share Consolidation and the Private Placement.

Name, Age and Municipality of Residence	Principal Occupations For Last Five Years	Periods during which proposed director has served as a director	Proposed Position with Resulting Issuer	Number and percentage of securities of each class of voting securities of the Resulting Issuer proposed to be beneficially owned, assuming the completion of the Private Placement[1]
Matthew von Teichman-Logischen Toronto, Ontario	President, Chief Executive Officer of Life Choices	2008 to Present	Chairman and CEO	6,036,843 31%
James M. Brown Toronto, Ontario	President of Jamevest Enterprises Ltd., Managing Partner of Difference Capital Funding Inc., Director of BC Hydro	N/A	Director	464,321 2%
Aaron Skelton King City, Ontario	Vice President – Brands and Business Development of Life Choices	N/A	Officer, Vice President – Brands and Business Development	165,324 1%

Name, Age and Municipality of Residence	Principal Occupations For Last Five Years	Periods during which proposed director has served as a director	Proposed Position with Resulting Issuer	Number and percentage of securities of each class of voting securities of the Resulting Issuer proposed to be beneficially owned, assuming the completion of the Private Placement[(1)]
James Haggarty Toronto, Ontario	Vice President – Finance and CFO of Shop.ca	N/A	Director	7,400 0.0003%
Blair Tamblyn Toronto, Ontario	CEO of Timbercreek Asset Management	N/A	Director	Nil Nil%
Mathew Walsh Toronto, Ontario	Vice President – Finance of Vicwest Inc.	N/A	Secretary and CFO	Nil Nil%
Roger Daher Toronto, Ontario	Owner and Pharmacist of Pharmasave (pharmacies)	N/A	Director	165,000 1%

Notes:

(1) All numbers include participation in the Private Placement and are on a fully diluted basis.

Matthew von Teichman-Logischen – *Director, Chief Executive Officer and President*

Matthew von Teichman-Logischen has been the President and Chief Executive Officer of Life Choices since founding it in 2002. Over the last 13 years he has directed its growth from inception to a multi-million dollar multiple brand natural food business. Prior to founding Life Choices, in 1997, Mr. von Teichman-Logischen co-founded and was president of JobShark Corporation ("Jobshark"), which grew to become one of the largest online recruitment organizations in North America, boasting over 100 employees in nine countries. Mr. von Teichman-Logischen sold JobShark in 2002 and remained on its board of directors until 2003. Mr. von Teichman-Logischen holds a Bachelor of Arts degree from the University of Western Ontario (now Western University), and sits on the board of directors of the Childhood Cancer Canada Foundation.

James M. Brown – *Director*

James M. Brown is a Managing Partner of a specialty finance company called Difference Capital Funding Inc. that advises and provides capital for growth companies. Mr. Brown is also a director of BC Hydro. He has spent over 15 years in corporate finance with significant transactional experience in both the Canadian and US capital markets. Mr. Brown is based in Boston and was the former President of Canaccord Genuity Inc., a leading independent investment bank. As head of the firm's US operations, he led the company to significant growth and oversaw 250 employees. Mr. Brown is a graduate with distinction of McGill University (B.A.), is a Chartered Business Valuator (a member of the Canadian Institute of Chartered Business Valuators), has served on the National Advisory Committee for the Toronto Stock Exchange Group and is a member of the Young President's Organization.

Aaron Skelton – *Vice President, Brands and Business Development*

Prior to joining Life Choices, Mr. Skelton spent approximately 10 years (from June 2004 to January 2014) with Loblaw. During his tenure at Loblaw, Mr. Skelton operated in a variety of increasingly senior roles focusing on natural value, health food, natural value non-food and other related food categories within Loblaw. Mr. Skelton is a graduate of University of Guelph (BSc Hon, Nutrition and Nutraceutical Sciences).

James Haggarty – *Director*

Mr. Haggarty is the current CEO and COO of Shop.ca. From 2005 to 2012, Mr. Haggarty worked for Rogers Communications Inc. in several capacities, culminating as the Executive Vice President of Television Operations for Rogers Broadcasting Ltd., and the Vice President of Financial Operations for Rogers Media Inc. Mr. Haggarty brings considerable acquisition and merger experience, as well as having served as a CFO for a division of a publicly listed company and a current audit committee chair for a publicly listed company. Mr. Haggarty is a CPA and CA.

Blair Tamblyn – *Director*

Blair Tamblyn is a Co-Founder, Managing Director and CEO of Timbercreek Asset Management. Mr. Tamblyn is also Chairman of the Board for Timbercreek Mortgage Investment Corporation ("Timbercreek MIC") and Timbercreek Senior Mortgage Investment Corporation ("Timbercreek Senior MIC"). Blair has over 15 years of experience working with the public and private capital markets and has led the origination, structuring, capitalization and execution of all public and private Timbercreek funds that currently manage approximately C$4.4 billion in assets. Prior to founding Timbercreek in 1999, Mr. Tamblyn was employed at Connor, Clark & Company. Mr. Tamblyn is a graduate of the University of Western Ontario, and is a graduate of the Rotman School of Business Director Education Program.

Mathew Walsh – *Secretary and Chief Financial Officer*

Mr. Walsh is currently the Vice President of Finance at Vicwest Inc. and previous to that he served as its Corporate Controller and acting Chief Financial Officer from September, 2013 to January, 2014. As a senior member of the Vicwest Inc. finance team, Mr. Walsh gained extensive experience working within the public capital markets. Mr. Walsh oversaw numerous acquisitions, managed all aspects of corporate finance and gained extensive experience in equity and debt financing. Prior to joining Vicwest Inc., Mr. Walsh was an audit senior manager at Pricewaterhouse Coopers LLP. Mr. Walsh is a graduate of Queen's University (Bachelor of Commerce and Bachelor of Science, Math) and is a CPA and CA.

Roger Daher – *Director*

Mr. Daher is a practicing pharmacist and current owner/partner of six pharmacies in Ontario. Mr. Daher has worked in the pharmacy industry for 28 years and been a licensed pharmacist for 24 years. From 1993 to 2000 Mr. Daher was Manager, Retail Operations, for the University Health Network. Since 2000, Mr. Daher has expanded his pharmacy ownership to six Ontario Pharmasave pharmacies. Since 2010, Mr. Daher, has been a member of the Pharmasave Ontario board of directors, as well as a member of the audit committee. Mr. Daher also serves as a director on a number of other public companies, including Xylitol Canada Inc., where he is chair of the audit committee. Mr. Daher obtained his Bachelor Science, Pharmacy, from the University of Toronto in 1989.

Corporate Cease Trade Orders or Bankruptcies

Other than as set out above, to the knowledge of the Corporation, as at the date of this Filing Statement and within the ten years before the date of this Filing Statement, no director or officer or proposed director is or has been a director or officer of any company (including the Resulting Issuer), that while that person was acting in that capacity:

(a) was the subject of a cease trade order or similar order or an order that denied the relevant company access to any exemptions under securities legislation, for a period of more than 30 consecutive days;

(b) was subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemptions under securities legislation, for a period of more than 30 consecutive days; or

(c) within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted and proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Penalties or Sanctions

To the knowledge of the Corporation, no proposed director or officer of the Resulting Issuer has:

(a) been subject to any penalties or sanctions imposed by a court relating to securities legislation by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or

(b) been subject to any other penalties or sanctions imposed by a court or regulatory body, including a self-regulatory body, that would be likely to be considered important to a reasonable security holder making a decision about the Transaction.

Personal Bankruptcies

To the knowledge of the Corporation, no director or officer of the Resulting Issuer, or a personal holding company of any of them, has, within the ten years prior to the date of this Filing Statement, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangement, or compromise with creditors or had a receiver manager or trustee appointed to hold the assets of that individual.

Conflicts of Interest

To the knowledge of the Corporation, no proposed director, officer or promoter of the Resulting Issuer has any existing or potential material conflicts of interests as a result of their outside business interests.

Other Reporting Issuer Experience

The following table sets out the proposed directors and officers of Resulting Issuer that are, or have been within the last five years, directors, officers or promoters of other issuers that are or were reporting issuers in any Canadian jurisdiction:

NAME	Name of Reporting Issuer	Name of Exchange or Market	Position	From	To
James Haggarty	Klondex Mines Ltd.	TSX	Director	June 2012	Present
	Rogers Communications Inc.	TSX and NYSE	Executive Vice President of TV Operations and Vice President of Financial Operations	April 2005	February 2012
Blair Tamblyn	Timbercreek Senior Mortgage Investment Corporation	TSX	Director	December 2011	Present
	Timbercreek Mortgage Investment Corporation	TSX	Director	June 2008	Present
	Timbercreek U.S. Multi-Residential Opportunity Fund #1	n/a	Chief Executive Officer	October 25, 2012	Present
James Brown	Canaccord Genuity Corp Inc.	TSX	Managing Director,	February 1997	April 2013

NAME	Name of Reporting Issuer	Name of Exchange or Market	Position	From	To
			President, Vice Chair		
	Difference Capital Funding Inc.	TSX	Managing Partner	April 2013	Present
Roger Daher	Xylitol Canada Inc.	TSXV	Director	May 2008	Present
	Aumento Capital V Corporation	TSXV	Director	June 2013	Present
	Exo U Inc.	TSXV	Director	August 2011	June 2013

PROPOSED EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

The compensation for each for each of the Resulting Issuer's four most highly compensated executive officers, in addition to the proposed Chief Executive Officer and Chief Financial Officer (each a "**Resulting Issuer NEO**" and collectively, the "**Resulting Issuer NEOs**") for the 12 month period following completion of the Transaction shall be finalized subsequent to the completion of the Transaction and employment contracts between the Resulting Issuer and the Resulting Issuer NEO will be entered into at such time. The Resulting Issuer will disclose the terms of any agreements entered into with any Resulting Issuer NEOs at the applicable time. It is expected the Compensation Committee of the Resulting Issuer will establish an executive bonus pool that will be impacted by, among other things, financial results and other objectives related to the Resulting Issuer.

Compensation of Directors

It is anticipated that directors who are not Resulting Issuer NEOs will receive compensation for their time that is commensurate with issuers of similar size and complexity. The Resulting Issuer will reimburse directors for out-of-pocket expenses related to their attendance at meetings.

Indebtedness of Directors and Officers

No director or officer, member of management, nominee for elections as director of the Resulting Issuer, nor any of their Associates or Affiliates, is or has been indebted to the Corporation or Life Choices or is expected to be indebted to the Resulting Issuer following the Closing.

Audit Committee of the Board of Directors

It is proposed that the Audit Committee of the Board of the Resulting Issuer will be comprised of James Haggarty (Chair), Blair Tamblyn and Roger Daher. All three are considered to be independent directors and financially literate pursuant to the policies of the Exchange.

INVESTOR RELATIONS ARRANGEMENTS

Neither the Corporation nor Life Choices has entered into any written or oral agreement or understanding with any person to provide any promotional or investor relations services for the Resulting Issuer or its securities or to engage in activities for the purpose of stabilizing the market. Any such agreement or understanding that may be entered into following the Closing will be at the determination of the Board.

OPTIONS TO PURCHASE SECURITIES

The following table provides information as to options and warrants to purchase Resulting Issuer Common Shares that, as of the date of this Filing Statement, are expected to be outstanding immediately following the Closing:

Category of Option and/or Warrant holder	Number of Options and Warrants to Acquire Common Shares Held as a Group
All proposed Officers of the Resulting Issuer	Nil
All proposed Directors of the Resulting Issuers who are not also proposed Officers	Nil
IPO Agent	50,715
Private Placement Agent (assuming completion of Private Placement and no exercise of the Overallotment Option)	265,074
All other employees as a group	Nil
All consultants as a group	Nil
Former officers and directors of the Corporation or Life Choices who are not Proposed Officers or Proposed Directors of the Resulting Issuer	80,464

Stock Option Plan

The Stock Option Plan of the Resulting Issuer will remain unchanged following the completion of the Transaction. (See "*Information Concerning Aumento Capital IV Corporation – Stock Option Plan*").

ESCROWED SECURITIES

As of the date of this Filing Statement 595,000 Common Shares issued prior to the IPO of the Corporation are deposited with the Escrow Agent under the Escrow Agreement (the "**CPC Escrow Shares**"). Following the Share Consolidation, the number of CPC Escrow Shares will be 297,500.

All shares acquired on exercise of the Corporation's Stock Options prior to the completion of a Qualifying Transaction, must also be deposited in escrow and will be subject to escrow until the Final Exchange Bulletin is issued.

In addition, all shares of the Corporation acquired in the secondary market prior to the Closing by any person or company who becomes a Control Person are required to be deposited in escrow. Subject to certain exemptions permitted by the Exchange, all securities of the Resulting Issuer held by principals of the Resulting Issuer will also be escrowed.

The following table sets forth the relevant particulars of Common Shares being held in escrow as of the date of this Filing Statement and expected to be held in escrow following the Closing. Shareholdings have been adjusted to take into account the Share Consolidation and the Qualifying Transaction.

Name and Municipality of Residence of Shareholder	Designation of Class	Prior to Giving Effect to the Transaction		After giving effect to the Share Consolidation, the Transaction, and assuming completion of the Private Placement	
		Number of Securities held in Escrow	Percentage of Class	Number of Securities to be held in Escrow(3)	Percentage of Class
CPC Escrow Agreement					
David Danziger Professional Corporation(1), Toronto, Ontario	Common Shares	82,500	10.25%	82,500	0.41%
Roger Daher, Toronto, Ontario	Common Shares	165,000	20.51%	165,000	1%
2124312 Ontario Inc.(2) Toronto, Ontario	Common Shares	50,000	6.21%	50,000	0.25%
Tier 1 Value Escrow Agreement					
Matthew von Teichman-Logischen	Common Shares	-	-	6,036,843	30%
The McLachlan Investments Corporation – Jamie Brown	Common Shares	-	-	464,321	2%
Aaron Skelton	Common Shares	-	-	165,324	1%
James Haggarty	Common Shares	-	-	7,400	0.0003%
SSRR					
Shareholders subject to Seed Share Resale Restrictions	Common Shares	-	-	3,061,449	15%
Total	-	**297,500**	**36.97%**	**10,032,837**	**49.66%**

Notes:

(1) David Danziger is the sole shareholder of David Danziger Professional Corporation.
(2) Paul Pathak is the sole shareholder of 2124312 Ontario Inc.
(3) All numbers include participation in the Private Placement.

Upon completion of a Qualifying Transaction, the escrowed securities shall be released as to 10% immediately following the issuance of the Final Exchange Bulletin, 15% six months following the initial release and 15% every six months thereafter.

If the Resulting Issuer meets the Exchange's Tier 1 minimum listing requirements either at the time the Final Exchange Bulletin is issued or subsequently, the release of the escrowed Resulting Issuer Shares will be accelerated. An accelerated escrow release will not commence until the Resulting Issuer has made application to the Exchange for listing as a Tier 1 issuer and the Exchange has issued a bulletin that announces the acceptance for listing of the

Resulting Issuer on Tier 1 of the Exchange. The Exchange's prior consent must be obtained before a transfer within escrow of escrowed Resulting Issuer Shares. Generally, the Exchange will only permit a transfer within escrow to be made to incoming Principals in connection with a proposed Qualifying Transaction.

If a Final Exchange Bulletin is not issued, the escrowed Resulting Issuer Shares will not be released. Under the Escrow Agreement, each Non-Arm's Length Party to Aumento who holds escrowed Resulting Issuer Shares acquired at a price below the offering price of the IPO has irrevocably authorized and directed the Transfer Agent to immediately cancel all of those escrowed Resulting Issuer Shares upon the issuance by the Exchange of an Exchange Bulletin delisting the Resulting Issuer Shares of Aumento.

Escrowed Securities on Qualifying Transaction

Generally, if at least 75% of the securities issued pursuant to the Qualifying Transaction are "Value Securities", then all the securities issued to principals of the Resulting Issuer pursuant to the Qualifying Transaction will be deposited into escrow pursuant to a value security escrow agreement ("**Value Security Escrow Agreement**"). Value Securities are securities issued pursuant to a transaction for which the deemed value of the securities at least equals the value ascribed to the asset, using a valuation method acceptable to the Exchange, or securities that are otherwise determined by the Exchange to be Value Securities and required to be placed in escrow under a Value Security Escrow Agreement. However, if at least 75% of the securities issued pursuant to the Qualifying Transaction are not Value Securities, all securities issued pursuant to the Qualifying Transaction will be deposited into a surplus security escrow agreement ("**Surplus Security Escrow Agreement**").

The principal distinction between a Value Security Escrow Agreement and a Surplus Security Escrow Agreement is the time period for release of securities from escrow. In the case of an issuer that will be a Tier 2 issuer when the Final Exchange Bulletin is issued, the Value Security Escrow Agreement provides for a three year escrow release mechanism with 10% of the escrowed securities being releasable at the time of the Final Exchange Bulletin, and 15% of the escrowed securities being releasable every 6 months thereafter, on each of the 6, 12, 18, 24, 30 and 36 month anniversaries of the Final Exchange Bulletin. In the case of an issuer that will be a Tier 2 issuer, when the Final Exchange Bulletin is issued, the Surplus Security Escrow Agreement provides for a three year escrow release mechanism with 5% of the escrowed securities releasable at the time of the Final Exchange Bulletin, 5% on the date which is 6 months after the Final Exchange Bulletin, 10% on each of the dates which are 12 and 18 months after the Final Exchange Bulletin, 15% on each of the dates which are 24 and 30 months after the Final Exchange Bulletin and 40% on the date which is 36 months after the Final Exchange Bulletin. It is not currently anticipated that any of the Resulting Issuer Shares will be subject to a Surplus Security Escrow Agreement.

In the case of a Resulting Issuer that will be a Tier 1 issuer when the Final Exchange Bulletin is issued, the Value Security Escrow Agreement provides for an 18 month escrow release mechanism with 25% of the escrowed securities being releasable at the time of the Final Exchange Bulletin, with 25% of the escrowed securities being releasable every 6 months thereafter. In the case of a Resulting Issuer that will be a Tier 1 issuer when the Final Exchange Bulletin is issued, the Surplus Security Escrow Agreement provides for an 18 month escrow release mechanism with 10% of the escrowed securities being releasable upon the issuance of the Final Exchange Bulletin, 20% on the date which is 6 months after the Final Exchange Bulletin, 30% on the date which is 12 months after the Final Exchange Bulletin and 40% on the date which is 18 months after the Final Exchange Bulletin.

The escrow agreements described above provide, *inter alia*, that all voting rights attached to escrowed securities shall be exercised by the registered holder of such securities.

Securities issued pursuant to a private placement to Principals of the Corporation and the Proposed Resulting Issuer will generally be exempt from escrow requirements where:

- the private placement is announced at least five trading days after the news release announcing the Agreement in Principle and the pricing for the financing is at not less than the Discounted Market Price as determined in accordance with the policies of the Exchange;
- the private placement is announced concurrently with the Agreement in Principle;

- at least 75% of the proceeds from the private placement are not from Principals of the Corporation or of the proposed Resulting Issuer;
- if subscribers other than Principals of the Corporation or the proposed Resulting Issuer, will obtain securities subject to hold periods, then in addition to any resale restrictions under applicable securities legislation, any securities issued to such Principals will be subject to a four-month hold period; and
- none of the proceeds of the private placement are allocated to pay compensation or to settle indebtedness owing to Principals of the Resulting Issuer.

AUDITORS, TRANSFER AGENTS AND REGISTRARS

On Closing, the auditor of the Resulting Issuer is expected to be MNP LLP, 50 Burnhamthorpe Road, 9th Floor, Mississauga, Ontario, L5B 3C2.

The transfer agent and registrar of the Corporation will be Computershare Investor Services Inc., 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1.

GENERAL MATTERS

Sponsorship and Agent Relationship

The Agent for the Private Placement is Canaccord Genuity Corp., Brookfield Place 161 Bay Street, Suite 2900 Toronto, Ontario, M5J 2S1. The Corporation is not a Non-Arm's Length Party (as such term is defined in Policy 1.1 of the Exchange) to the Agent. To the knowledge of Life Choices and the Corporation, the employees, officers and directors of the Agent do not own any Common Shares.

Life Choices, the Corporation and the Agent shall enter into the Agency Agreement, the terms of which shall govern the Private Placement and which is described more particularly in the sections of this Filing Statement entitled: "*The Qualifying Transaction*."

EXPERTS

David Danziger is a Director and Chief Executive Officer of the Corporation and is also a partner at the audit firm MNP LLP. MNP LLP provides audit services to Life Choices and are the proposed auditors for the Resulting Issuer. MNP is independent within the meaning of the Rules of Professional Conduct of the Chartered Professional Accountants of Ontario with respect to Life Choices. MNP will remain independent of the Resulting Issuer as Mr. Danziger will resign from his positions within management and on the board of the Corporation concurrent with the closing of the Transaction and will liquidate his personal security holdings in the Corporation as such security holdings become free-trading Common Shares. Mr. Danziger will also not be involved in the ongoing assurance engagement for the Resulting Issuer. Other than the aforementioned interest and those set out under the heading "Escrowed Securities", no person or company who is named as having prepared or certified a part of this Filing Statement or prepared or certified a report or valuation described or included in this Filing Statement has, or will have immediately following completion of the Transaction, any direct or indirect interest in the Resulting Issuer or Life Choices.

BOARD APPROVAL

The board of directors of the Corporation has approved this Filing Statement.

FINANCIAL STATEMENTS

Attached to and forming a part of this Filing Statement are:

Appendix A	The audited financial statements of Aumento for the period from incorporation (June 11, 2013) to December 31, 2013, and the unaudited condensed interim financial statements for the nine month period ended September 30, 2014;
Appendix B	The audited financial statements of Life Choices as at March 31, 2014 and for the year then ended, with unaudited comparative financial statements as at March 31, 2013 and 2012 and the unaudited interim financial statements for the nine months ended December 31, 2014 with unaudited comparatives as at December 31, 2013;
Appendix C	The pro forma balance sheet of the Resulting Issuer as at September 30, 2014 and for the nine months then ended, and which are attached to this Filing Statement as Schedule "C";

CERTIFICATES

Certificate of Aumento

The foregoing constitutes full, true and plain disclosure of all material facts relating to the securities of Aumento Capital IV Corporation assuming Completion of the Qualifying Transaction.

"David Danziger"
David Danziger
Chief Executive Officer, Chief Financial
Officer, Secretary and Director

ON BEHALF OF THE BOARD OF DIRECTORS:

"Roger Daher"	*"Paul Pathak"*
Roger Daher Director	Paul Pathak Director

Personal Information
1.1
"Personal Information" means any information about an identifiable individual, and includes information contained in any Items in the foregoing filing statement that are analogous to Items 4.2, 11, 12.1, 15, 17.2, 18.2, 23, 24, 26, 31.3, 32, 33, 34, 35, 36, 37, 38, 40, and 41 of the Exchange's Form 3B2 – Information Required in a Filing Statement For A Qualifying Transaction, as applicable.

The undersigned hereby acknowledges and agrees that it has obtained the express written consent of each individual to:

(a) the disclosure of Personal Information by Aumento to the Exchange pursuant to the Exchange's Form 3B2 – Information Required in a Filing Statement For A Qualifying Transaction; and

(b) the collection, use and disclosure of Personal Information by the Exchange for the purposes described in the Exchange's Appendix 6B or as otherwise identified by the Exchange, from time to time.

AUMENTO CAPITAL IV CORPORATION

"David Danziger"

Per:
Authorized Officer

Certificate of Life Choices

The foregoing as it relates to Life Choices Natural Food Corp. constitutes full, true and plain disclosure of all material facts relating to the securities of Life Choices Natural Food Corp.

"Matthew von Teichman-Logischen"
Matthew von Teichman-Logischen
Chief Executive Officer

"Mathew Walsh"
Mathew Walsh
Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS

"Richard Posluns"
Richard Posluns
Director

"Jeffrey Ryley"
Jeffrey Ryley
Director

SCHEDULE "A"
FINANCIAL STATEMENTS OF AUMENTO CAPITAL IV CORPORATION

Aumento Capital IV Corporation

(a Capital Pool Corporation)

Unaudited Condensed Interim Financial Statements

September 30, 2014

The accompanying unaudited condensed interim financial statements of the Corporation have been prepared by and are the responsibility of the Corporation's management.

Aumento Capital IV Corporation
Condensed Interim Statement of Financial Position
(Unaudited - In Canadian Dollars)

	September 30, 2014	December 31, 2013
Assets		
Cash held in trust	**$ 411,585**	$ 589,334
	$ 411,585	$ 589,334
Liabilities		
Accounts payable and accrued liabilities (Note 5)	**$ 7,238**	$ 7,614
Due to shareholders	**1,500**	1,500
	8,738	9,114
Shareholders' Equity		
Share capital and reserves (Note 3)	**634,102**	634,102
Contributed Surplus (Note 3)	**98,592**	98,592
Deficit	**(329,847)**	(152,474)
	402,847	580,220
	$ 411,585	$ 589,334

The accompanying notes are an integral part of these unaudited condensed interim financial statements.

Approved by the Board **David Danziger** Director **(Signed)** **Paul Pathak** Director **(Signed)**

Aumento Capital IV Corporation

Condensed Interim Statement of Loss and Comprehensive Loss

(Unaudited - In Canadian Dollars)

	For the nine month period ended September 30, 2014	For the three month period ended September 30, 2014	For the period from June 11, 2013 to September 30, 2013
Expenses			
Professional fees (Note 5)	**$ 148,761**	**$ 16,481**	$ 61,069
Filing fees	**28,612**	**-**	14,795
Share based compensation	**-**	**-**	66,593
	177,373	**16,481**	**142,457**
Net loss and comprehensive loss for the period	**$ (177,373)**	**$ (16,481)**	**$ (142,457)**
Net loss per share – basic and diluted	**$ (0.17)**	**$ (0.02)**	**$ (1.11)**
Weighted average shares outstanding	**1,014,300**	**1,014,300**	**127,930**

The accompanying notes are an integral part of these unaudited condensed interim financial statements.

Aumento Capital IV Corporation
Condensed Interim Statement of Cash Flows
(Unaudited - In Canadian Dollars)

	For the nine month period ended September 30, 2014	For the period from June 11, 2013 to September 30, 2013
Cash provided by (used in)		
Operating		
Net loss for the period	$ (177,373)	$ (142,457)
Net change in non-cash working capital		
Accounts payable and accrued liabilities	(376)	8,738
Item not affecting cash		
Share-based compensation	-	66,593
	(177,749)	(67,126)
Financing		
Share subscription	-	666,101
Due to shareholders	-	1,500
	-	667,601
Net change in cash	(177,749)	-
Cash, beginning of period	589,334	600,475
Cash, end of period	$ 411,585	$ 600,475

The accompanying notes are an integral part of these unaudited condensed interim financial statements.

Aumento Capital IV Corporation
Condensed Interim Statement of Changes in Shareholders' Equity
For the period from the date of incorporation (June 11, 2013) to September 30, 2013
and for the nine month period ended September 30, 2014
(Unaudited - In Canadian Dollars)

	Number of shares	Capital Amount	Reserves	Deficit	Shareholders' Equity
Balance June 11, 2013	**-**	**$ -**	**$ -**	**$ -**	**$ -**
Private Placements	595,000	178,500	-	-	178,500
Initial public offering	1,014,300	608,580	-	-	608,580
Cost of issuance- cash	-	(120,979)	-	-	(120,979)
Cost of issuance- share based payment	-	(31,999)	31,999	-	-
Share-based compensation	-	-	66,593	-	66,593
Net loss for the period	-	-	-	(142,457)	(142,457)
Balance September 30, 2013	**1,609,300**	**$634,102**	**$98,592**	**$(142,457)**	**$ 590,237**
Balance January 1, 2014	**1,609,300**	**$634,102**	**$98,592**	**$(152,474)**	**$ 580,220**
Net loss for the period	-	-	-	(177,373)	(177,373)
Balance September 30, 2014	**1,609,300**	**$634,102**	**$98,592**	**$(329,847)**	**$ 402,847**

The accompanying notes are an integral part of these unaudited condensed interim financial statements.

1. INCORPORATION AND NATURE OF BUSINESS

Aumento Capital IV Corporation (the "Corporation") was incorporated under the Ontario Business Corporation Act on June 11, 2013 and is a Capital Pool Corporation as defined in the Policy 2.4 of the TSX Venture Exchange (the "Exchange").

The principal business of the Corporation will be the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction ("QT"). The Corporation has not commenced commercial operations and has no assets other than cash. Given the nature of the activities, no separate segmented information is reported. The Corporation's continuing operations as intended are dependent upon its ability to identify, evaluate and negotiate an acquisition or business, or an interest therein. Such an acquisition will be subject to the approval of the regulatory authorities concerned and, in the case of a non-arm's length transaction, of the majority of the minority shareholders.

The proceeds raised from the issuance of share capital may only be used to identify and evaluate assets or businesses for future investment, with the exception that up to the lesser of 30% of the gross proceeds realized by the Corporation in respect of the sale of its securities or $210,000, may be used for purposes other than evaluating businesses or assets. These restrictions apply until completion of a QT by the Corporation as defined under the policies of the TSX Venture. The Corporation is required to complete its QT on or before two years from the date the Corporation receives regulatory approval.

The head office and the registered head office of the Corporation is located at 320 Bay Street, Suite 1600, Toronto, Ontario M5H 4A6.

These unaudited condensed interim financial statements were authorized for issue by the Board of Directors on November 28, 2014.

2. SIGNIFICANT ACCOUNTING POLICIES

Statement of Compliance

These unaudited condensed interim financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting, as issued by the International Accounting Standards Board. Accordingly, these unaudited condensed interim financial statements do not include all of the information and footnotes required by International Financial Reporting Standards ("IFRS") for complete financial statements for year-end reporting purposes. Results for the period ended September 30, 2014 are not necessarily indicative of future results. The accounting policies applied by the Corporation in these unaudited condensed interim financial statements are the same as those applied by the Corporation in its December 31, 2013 audited financial statements.

Statement of Loss and Comprehensive Loss

The statement of loss and comprehensive loss for the three month period ended September 30, 2013 has not been presented as the results for that period are identical to that for the period from June 11, 2013 to September 30, 2013.

Comprehensive income is the change in the Corporation's net assets that results from transactions, events and circumstances from sources other than the Corporation's shareholders and includes items that are not included in net profit such as unrealized gains or losses on available-for-sale investments and gains or losses on certain derivative instruments. To date there has not been any other comprehensive income (loss) and accordingly, a statement of comprehensive income (loss) has not been presented.

(Unaudited - In Canadian Dollars)

3. SHARE CAPITAL AND RESERVES

Authorized

Unlimited common shares

Issued

595,000 common shares (i)	$	**178,500**
1,014,300 common shares (ii)		**608,580**
Cost of issuance - cash		**(120,979)**
Cost of issuance - share-based payment (ii)		**(31,999)**
Balance, December 31, 2013 and September 30, 2014	$	**634,102**

(i) On June 11, 2013, the Corporation issued 595,000 common shares at $0.30 per share for total proceeds of $178,500. The Corporation did not incur any costs related to the issuance of these common shares.

(ii) On September 16, 2013, the Corporation completed its Initial Public Offering ("IPO") and issued 1,014,300 common shares at $0.60 per common share for gross proceeds of $608,580. The Corporation granted Canaccord Genuity Corp., its agent for the IPO, an option to acquire 101,430 common shares of the Corporation at a price of $0.60 per share exercisable for a period of 24 months from the date of the Corporation's common shares are listed on the TSX Venture Exchange. The agent's options were valued on the date of issue using the Black-Scholes option pricing model with the following assumptions: dividend yield 0%, risk-free interest rate of 1.11%, expected volatility of 100% and an expected life of two years. The value attributed to the 101,430 options was $31,999 which is included in cost of issuance.

(Unaudited - In Canadian Dollars)

3. SHARE CAPITAL AND RESERVES - continued

Escrowed Shares

The Corporation issued 595,000 common shares at $0.30 per share for total proceeds of $178,500.

The issued and outstanding common shares will be held in escrow pursuant to the requirements of the Exchange to be released as to 10% thereof on the completion of the Corporation's Qualifying Transaction, as defined in the policies of the Exchange, and as to 15% thereof on each of the 6th, 12th, 18th, 24th, 30th and 36th months following the initial release.

All common shares acquired on exercise of stock options granted to directors and officers prior to the completion of a Qualifying Transaction, must also be deposited in escrow until the final exchange bulletin is issued.

All common shares of the Corporation acquired in the secondary market prior to the completion of a Qualifying Transaction by a Control Person, as defined in the policies of the Exchange, are required to be deposited in escrow. Subject to certain permitted exemptions, all securities of the Corporation held by principals of the resulting issuer will also be subject to escrow.

Options

The Corporation has established a stock option plan for its directors, officers and technical consultants under which the Corporation may grant options from time to time to acquire a maximum of 10% of the issued and outstanding common shares. The exercise price of each option granted under the plan shall be determined by the Board of Directors.

Options may be granted for a maximum term of ten years from the date of the grant, are non-transferable and expire within 90 days of termination of employment or holding office as director or officer of the Corporation and, in the case of death, expire within one year thereafter.

Upon death, the options may be exercised by legal representation or designated beneficiaries of the holder of the option. Any shares issued upon exercise of the options prior to the Corporation entering into a Qualifying Transaction will be subject to escrow restrictions. Unless otherwise stated, the options fully vest when granted.

The following table reflects the continuity of stock options:

	Number of stock options	Weighted average exercise price ($)
June 11, 2013	-	-
Granted (i)	101,430	0.60
Granted to management (ii)	160,929	0.60
Balance, December 31, 2013 and September 30, 2014	**262,359**	**0.60**

(Unaudited - In Canadian Dollars)

3. SHARE CAPITAL AND RESERVES - continued

(i) On September 16, 2013, the Corporation granted 101,430 Agent options to its Agent which are exercisable within two years from the date of grant at an exercise price of $0.60 per share. The Agent's options were valued on the date of issue using the Black-Scholes option pricing model with the following assumptions: dividend yield 0%, risk-free interest rate of 1.11%, expected volatility of 100% and an expected life of two years. The value attributed to the 101,430 options was $31,999.

(ii) On September 16, 2013, the Corporation granted 160,929 options to members of management which are exercisable within four years from the date of grant at an exercise price of $0.60 per share. The Agent's options were valued on the date of issue using the Black-Scholes option pricing model with the following assumptions: dividend yield 0%, risk-free interest rate of 1.11%, expected volatility of 100% and an expected life of four years. The value attributed to the 160,929 options was $66,593.

The follow table reflects the actual stock options issued and outstanding as of September 30, 2014:

Expiry Date	Exercise Price ($)	Weighted Average Remaining Contractual Life (years)	Number of Options Outstanding	Number of Options Vested (Exercisable)
September 15, 2015	0.60	0.96	101,430	101,430
September 16, 2017	0.60	2.96	160,929	160,929
	0.60	**2.19**	262,359	262,359

4. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

Capital Management

The Corporation's objective when managing capital is to maintain its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders.

The Corporation includes equity, comprised of issued common shares, in the definition of capital.

The Corporation's primary objective with respect to its capital management is to ensure that it has sufficient cash resources to fund the identification and evaluation of potential acquisitions. To secure the additional capital necessary to pursue these plans, the Corporation may attempt to raise additional funds through the issuance of equity or by securing strategic partners.

The proceeds raised from the issuance of common shares may only be used to identify and evaluate assets or businesses for future investment, with the exception that not more than the lesser of 30% of the gross proceeds from the issuance of shares or $210,000 may be used to cover prescribed costs of issuing the common shares or administrative and general expenses of the Corporation. These restrictions apply until completion of a Qualifying Transaction by the Corporation as defined under the Exchange policy 2.4.

4. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES - continued

Risk Disclosures and Fair Values

The Corporation's financial instruments, consisting of cash held in trust, accounts payable and accrued liabilities, and due to shareholders approximate fair value due to the relatively short term maturity of the instruments. It is management's opinion that the Corporation is not exposed to significant interest, currency or credit risks arising from these financial instruments.

5. RELATED PARTY TRANSACTIONS

During the nine month period ended September 30, 2014, the Corporation incurred $148,761 in legal fees for services provided by a law firm whose partner is a director of the Corporation.

As at September 30, 2014 $7,238 is included in accounts payable and accrued liabilities for these services.

6. POTENTIAL QUALIFYING TRANSACTION

On October 21, 2014, the Corporation announced that it has terminated its previously announced arrangement with VeroLube Inc. dated April 28, 2014 and amended June 24, 2014 to complete a business combination intended to constitute Aumento's Qualifying Transaction, as such term is defined in Policy 2.4 of the Corporate Finance Manual of the TSX Venture Exchange. The transaction has been terminated with no further obligation on either party, and no funds were advanced by the Company to VeroLube Inc.

7. SUBSEQUENT EVENT

On November 24, 2014, the Corporation entered into a letter of intent (the "LOI") with Life Choices Natural Food Corp ("Life Choices"). Pursuant to the LOI, the Corporation will acquire all of the issued and outstanding securities of Life Choices with the intention that such acquisition will constitute the Corporation's Qualifying Transaction.

Aumento Capital IV Corporation

(A Capital Pool Corporation)

Financial Statements

December 31, 2013

(expressed in Canadian dollars)

Collins Barrow
Chartered Accountants

INDEPENDENT AUDITORS' REPORT

To the Shareholders of Aumento Capital IV Corporation

We have audited the accompanying financial statements of Aumento Capital IV Corporation, which comprise the statement of financial position as at December 31, 2013 and the statement of loss and comprehensive loss, changes in equity and cash flows for the period from June 11, 2013 (date of incorporation) to December 31, 2013 and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of Aumento Capital IV Corporation as at December 31, 2013, and its financial performance and its cash flows for the period from June 11, 2013 (date of incorporation) to December 31, 2013 in accordance with International Financial Reporting Standards.

Collins Barrow Toronto LLP

Collins Barrow Toronto LLP
Licensed Public Accountants
Chartered Accountants
February 21, 2014

Aumento Capital IV Corporation
Statement of Financial Position
As at December 31, 2013
(In Canadian Dollars)

Assets

Cash held in trust	$	**589,334**
	$	**589,334**

Liabilities

Accounts payable and accrued liabilities (Note 6)	$	**7,614**
Due to shareholders		**1,500**
		9,114

Shareholders' Equity

Share capital (Note 3)		**634,102**
Contributed surplus (Note 3)		**98,592**
Deficit		**(152,474)**
		580,220
	$	**589,334**

The accompanying notes are an integral part of these financial statements.

Approved by the Board **David Danziger** Director **(Signed)** **Paul Pathak** Director **(Signed)**

Aumento Capital IV Corporation
Statement of Loss and Comprehensive Loss
(In Canadian Dollars)

		For the period from June 11, 2013 (date of incorporation) to December 31, 2013
Expenses		
Professional fees (Note 6)	$	67,691
Share based compensation (Note 3)		66,593
Filing fees		18,190
Net loss and comprehensive loss	$	(152,474)
Net loss per share – basic and diluted	$	(0.15)
Weighted average shares outstanding		1,039,510

The accompanying notes are an integral part of these financial statements.

Aumento Capital IV Corporation

Statement of Cash Flows

(In Canadian Dollars)

	For the period from June 11, 2013 (date of incorporation) to December 31, 2013
Cash provided by (used in)	
Operating	
Net loss	$ (152,474)
Net change in non-cash working capital	
Accounts payable & accrued liabilities	7,614
Items not affecting cash	
Share based compensation	66,593
	(78,267)
Financing	
Share subscription	666,101
Due to shareholders	1,500
	667,601
Net change in cash	589,334
Cash, end of period	$ 589,334

The accompanying notes are an integral part of these financial statements.

Aumento Capital IV Corporation
Statement of Changes in Shareholders' Equity
For the Period from the Date of Incorporation (June 11, 2013) to December 31, 2013
(In Canadian Dollars)

	Number of shares	Capital Amount	Reserves	Deficit	Shareholders' Equity
Balance June 11, 2013	-	$ -	$ -	$ -	$ -
Private Placements	595,000	178,500	-	-	178,500
Initial public offering	1,014,300	608,580	-	-	608,580
Cost of issuance- cash	-	(120,979)	-	-	(120,979)
Cost of issuance- share based payment	-	(31,999)	31,999	-	-
Share-based compensation	-	-	66,593	-	66,593
Net loss for the year	-	-	-	(152,474)	(152,474)
Balance December 31, 2013	1,609,300	$ 634,102	$ 98,592	$ (152,474)	$ 580,220

The accompanying notes are an integral part of these financial statements.

1. INCORPORATION AND NATURE OF BUSINESS

Aumento Capital IV Corporation (the "Corporation") was incorporated under the Ontario Business Corporation Act on June 11, 2013 and is a Capital Pool Corporation as defined in the Policy 2.4 of the TSX Venture Exchange (the "Exchange").

The principal business of the Corporation will be the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction ("QT"). The Corporation has not commenced commercial operations and has no assets other than cash. Given the nature of the activities, no separate segmented information is reported. The Corporation's continuing operations as intended are dependent upon its ability to identify, evaluate and negotiate an acquisition or business, or an interest therein. Such an acquisition will be subject to the approval of the regulatory authorities concerned and, in the case of a non-arm's length transaction, of the majority of the minority shareholders.

The proceeds raised from the issuance of share capital may only be used to identify and evaluate assets or businesses for future investment, with the exception that up to the lesser of 30% of the gross proceeds realized by the Corporation in respect of the sale of its securities or $210,000, may be used for purposes other than evaluating businesses or assets. These restrictions apply until completion of a QT by the Corporation as defined under the policies of the TSX Venture. The Corporation is required to complete its QT on or before two years from the date the Corporation receives regulatory approval.

The head office and the registered head office of the Corporation is located at 320 Bay Street, Suite 1600, Toronto, Ontario M5H 4A6.

On February 21, 2014, the Board of Directors approved the financial statements.

2. SIGNIFICANT ACCOUNTING POLICIES

Statement of Compliance

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB").

These financial statements have been prepared on an accruals basis and are based on historical costs, modified, where applicable, by the measurement at fair value of selected non-current assets, financial assets and financial liabilities. These financial statements are presented in Canadian dollars, which is the Corporation's functional and presentation currency.

2. SIGNIFICANT ACCOUNTING POLICIES - continued

Use of Estimates and Judgments

The preparation of these financial statements in conformity with IFRS requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors that are believed to be reasonable under the circumstances. Actual results could differ from these estimates.

The Company utilizes the Black-Scholes option pricing model to determine the fair values of the stock-based payments and warrants. The Company uses significant judgment in the evaluation of the input variables in the Black-Scholes calculation which includes: risk free interest rate, expected stock price volatility, expected life, expected dividend yield, forfeiture rate and a quoted market price of the Company's shares

Income Taxes

Income tax comprises of current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity or other comprehensive income, in which case the income tax is also recognized directly in equity or other comprehensive income.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted, or substantively enacted, at the end of the reporting period, and any adjustment to tax payable in respect of previous years. Current tax assets and current tax liabilities are only offset if a legally enforceable right exists to offset the amounts, and the Corporation intends to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred tax is recognized in respect of all qualifying temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined on a non-discounted basis using tax rates and laws that have been enacted or substantively enacted at the end of reporting period and are expected to apply when the deferred tax asset or liability is settled. Deferred tax assets are recognized to the extent that it is probable that the assets can be recovered. Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

Deferred income tax assets and liabilities are presented as non-current as they are not expected to be realized within one reporting period.

Share Capital

Common shares are classified as equity. Incremental costs directly attributable to the issuance of shares are recognized as a deduction from equity.

2. SIGNIFICANT ACCOUNTING POLICIES - continued

Basic and Diluted Loss per Share

Basic loss per share is computed by dividing the net loss applicable to common shares by the weighted average number of common shares outstanding for the relevant period.

Diluted loss per share is computed by dividing the net loss applicable to common shares by the sum of the weighted average number of common shares issued and outstanding and all additional common shares that would have been outstanding if potentially dilutive instruments were converted.

Outstanding stock options and warrants are not included in the loss per share calculation as the effect would be anti-dilutive.

Stock-based Compensation

Equity-settled share based payments for directors, officers and employees are measured at fair value at the date of grant and recorded as compensation expense in the financial statements. Stock options are measured at the fair value of each tranche on the grant date and are recognized in their respective vesting period using the Corporation's estimated forfeiture rate. Any consideration paid by directors, officers and employees on exercise of equity-settled share based payments is credited to share capital. Shares are issued from treasury upon the exercise of equity-settled share based instruments.

Financial Instruments

Financial assets

The Corporation classifies its financial assets into one of the following categories, depending on the purpose for which the asset was acquired. The Corporation's accounting policy for each category is as follows:

Fair value through profit or loss - this category comprises derivatives, or assets acquired principally for the purpose of being resold in the near term. They are carried on the statement of financial position at fair value with changes in fair value recognized in the statement of comprehensive loss.

Loans and receivables - these assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are carried at cost less any provision for impairment. Individually significant receivables are considered for impairment when they are past due or when other objective evidence is received that a specific counterparty will default.

Held-to-maturity investments - these assets are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Corporation's management has the positive intention and ability to hold to maturity. These assets are measured at amortized cost using the effective interest method. If there is objective evidence that the investment is impaired, determined by reference to external credit ratings and other relevant indicators, the financial asset is measured at the present value of estimated future cash flows. Any changes to the carrying amount of the investment, including impairment losses, are recognized in the statement of comprehensive loss.

2. SIGNIFICANT ACCOUNTING POLICIES - continued

Financial Instruments – continued

Financial assets – continued

Available-for-sale - non-derivative financial assets not included in the above categories are classified as available for-sale. They are carried at fair value with changes in fair value recognized directly in equity. Where a decline in the fair value of an available-for-sale financial asset constitutes objective evidence of impairment, the amount of the loss is removed from equity and recognized in the statement of comprehensive loss.

All financial assets except for those at fair value through profit or loss are subject to review for impairment at least at each reporting date. Financial assets are impaired when there is any objective evidence that a financial asset or a group of financial assets is impaired. Different criteria to determine impairment are applied for each category of financial assets, which are described above.

The Corporation has classified its funds held in trust as financial assets at fair value through profit and loss

Financial liabilities

The Corporation classifies its financial liabilities into one of two categories, depending on the purpose for which the asset was acquired. The Corporation's accounting policy for each category is as follows:

Fair value through profit or loss - this category comprises derivatives, or liabilities acquired or incurred principally for the purpose of selling or repurchasing it in the near term. They are carried on the statement of financial position at fair value with changes in fair value recognized in the statement of comprehensive loss.

Other financial liabilities - this category includes due to shareholder and accounts payables and accrued liabilities, all of which are recognized at amortized cost.

IFRS 7 establishes a fair value hierarchy that prioritizes the input to valuation techniques used to measure fair value as follows:

- Level 1 - valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 - valuation techniques based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 - valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs).

As of December 31, 2013, funds held in trust is measured at fair value and are classified within Level 1 of the fair value hierarchy on the statement of financial position.

(In Canadian Dollars)

2. SIGNIFICANT ACCOUNTING POLICIES - continued

Accounting Standards Issued But Not Yet Applied

Certain new standards, interpretations, amendments and improvements to existing standards were issued by the IASB or International Financial Reporting Interpretations Committee ("IFRIC") that are mandatory for accounting periods beginning in later periods. These new standards, which have not been applied within these financial statements, will or may have an effect on the Corporation's future financial statements:

IFRS 9, Financial Instruments: Classification and Measurement issued in November 2009, effective for annual periods beginning on or after January 1, 2015, with early adoption permitted, introduces new requirements for the classification and measurement of financial instruments.

The Corporation has not yet assessed the impact of these standards or determined whether it will adopt these standards early.

3. SHARE CAPITAL

Authorized

Unlimited common shares

Issued

595,000 common shares (i)	$	**178,500**
1,014,300 common shares (ii)		**608,580**
Cost of issuance - cash		**(120,979)**
Cost of issuance – share-based payment (ii)		**(31,999)**
Balance, December 31, 2013	$	**634,102**

(i) On June 11, 2013, the Corporation issued 595,000 common shares at $0.30 per share for total proceeds of $178,500. The Corporation did not incur any costs related to the issuance of these common shares

(ii) On September 16, 2013, the Corporation completed its Initial Public Offering ("IPO") and issued 1,014,300 common shares at $0.60 per common share for gross proceeds of $608,580. The Corporation granted Canaccord Genuity Corp., its agent for the IPO, an option to acquire 101,430 common shares of the Corporation at a price of $0.60 per share exercisable for a period of 24 months from the date of the Corporation's common shares are listed on the TSX Venture Exchange. The agent's options were valued on the date of issue using the Black-Scholes option pricing model with the following assumptions: dividend yield 0%, risk-free interest rate of 1.11%, expected volatility of 100% based on comparable companies and an expected life of two years. The value attributed to the 101,430 options was $31,999 which is included in cost of issuance.

(In Canadian Dollars)

3. SHARE CAPITAL - continued

Escrowed Shares

The initial 595,000 common shares will be held in escrow pursuant to the requirements of the Exchange to be released as to 10% thereof on the completion of the Corporation's Qualifying Transaction, as defined in the policies of the Exchange, and as to 15% thereof on each of the 6th, 12th, 18th, 24th, 30th and 36th months following the initial release.

All common shares acquired on exercise of stock options granted to directors and officers prior to the completion of a Qualifying Transaction, must also be deposited in escrow until the final exchange bulletin is issued.

All common shares of the Corporation acquired in the secondary market prior to the completion of a Qualifying Transaction by a Control Person, as defined in the policies of the Exchange, are required to be deposited in escrow. Subject to certain permitted exemptions, all securities of the Corporation held by principals of the resulting issuer will also be subject to escrow.

Options

The Corporation has established a stock option plan for its directors, officers and technical consultants under which the Corporation may grant options from time to time to acquire a maximum of 10% of the issued and outstanding common shares. The exercise price of each option granted under the plan shall be determined by the Board of Directors.

Options may be granted for a maximum term of ten years from the date of the grant, are non-transferable and expire within 90 days of termination of employment or holding office as director or officer of the Corporation and, in the case of death, expire within one year thereafter.

Upon death, the options may be exercised by legal representation or designated beneficiaries of the holder of the option. Any shares issued upon exercise of the options prior to the Corporation entering into a Qualifying Transaction will be subject to escrow restrictions. Unless otherwise stated, the options fully vest when granted.

The following table reflects the continuity of stock options:

	Number of stock options	Weighted average exercise price ($)
June 11, 2013	-	-
Granted (i)	101,430	0.60
Granted to management (ii)	160,929	0.60
Balance, December 31, 2013	**262,359**	**0.60**

(In Canadian Dollars)

3. SHARE CAPITAL – continued

Options – continued

(i) On September 16, 2013, the Corporation granted 101,430 Agent options to its Agent which are exercisable within two years from the date of grant at an exercise price of $0.60 per share. The Agent's options were valued on the date of issue using the Black-Scholes option pricing model with the following assumptions: dividend yield 0%, risk-free interest rate of 1.11%, expected volatility of 100% based on comparable companies and an expected life of two years. The value attributed to the 101,430 options was $31,999.

(ii) On September 16, 2013, the Corporation granted 160,929 options to members of management which are exercisable within four years from the date of grant at an exercise price of $0.60 per share. The options were valued on the date of issue using the Black-Scholes option pricing model with the following assumptions: dividend yield 0%, risk-free interest rate of 1.11%, expected volatility of 100% based on comparable companies and an expected life of four years. The value attributed to the 160,929 options was $66,593.

The follow table reflects the actual stock options issued and outstanding as of December 31, 2013:

Expiry Date	Exercise Price ($)	Weighted Average Remaining Contractual Life (years)	Number of Options Outstanding	Number of Options Vested (Exercisable)
September 15, 2015	0.60	1.96	101,430	101,430
September 16, 2017	0.60	3.96	160,929	160,929
	0.60	**3.19**	262,359	262,359

4. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

Capital Management

The Corporation's objective when managing capital is to maintain its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders.

The Corporation includes equity, comprised of issued common shares, in the definition of capital.

The Corporation's primary objective with respect to its capital management is to ensure that it has sufficient cash resources to fund the identification and evaluation of potential acquisitions. To secure the additional capital necessary to pursue these plans, the Corporation may attempt to raise additional funds through the issuance of equity or by securing strategic partners.

(In Canadian Dollars)

4. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES– continued

Capital Management – continued

The proceeds raised from the issuance of common shares may only be used to identify and evaluate assets or businesses for future investment, with the exception that not more than the lesser of 30% of the gross proceeds from the issuance of shares or $210,000 may be used to cover prescribed costs of issuing the common shares or administrative and general expenses of the Corporation. These restrictions apply until completion of a Qualifying Transaction by the Corporation as defined under the Exchange policy 2.4.

Risk Disclosures and Fair Values

The Corporation's financial instruments, consisting of cash held in trust, due to shareholders and accounts payable and accrued liabilities approximate fair value due to the relatively short term maturity of the instruments. It is management’s opinion that the Corporation is not exposed to significant interest, currency or credit risks arising from these financial instruments.

5. Income Taxes

A reconciliation of combined federal and provincial corporate income taxes of statutory rates of 26.5% and the Corporation’s effective income tax expense is as follows:

		2013
Net loss for the period	$	**152,474**
Expected income tax recovery	$	**(40,410)**
Share-based payments		**(17,650)**
Deferred tax assets not recognized		**58,060**
Income taxes recovery	$	**-**

At December 31, 2013, the Corporation had a non capital loss for income tax purposes of approximately $249,663 which can be carried forward to be applied against future taxable income. These losses expire to the extent unutilized against future taxable income in 2033. The Corporation also had $122,382 in undeducted share issuance costs which will be expensed for tax purposes of the next five years.

The Corporation has not recorded deferred tax assets related to these unused carry forward losses and share issuance costs as it is not probable that future taxable profits will be available against which these unused carried forward losses can be utilized.

6. RELATED PARTY TRANSACTIONS

During the period ended December 31, 2013, the Corporation incurred $89,920 in legal fees for services provided by a law firm whose partner is a director of the Corporation. Of that amount $39,121 has been included in share issuance costs with the remainder included in professional fees.

As at December 31, 2013 $1,113 is included in accounts payable and accrued liabilities for these services.

SCHEDULE "B"
FINANCIAL STATEMENTS OF LIFE CHOICES NATURAL FOOD CORP.

Life Choices Natural Food Corp.

Consolidated Financial Statements

December 31, 2014 and
March 31, 2014, 2013 and 2012

LIFE CHOICES NATURAL FOOD CORP.

Table of Contents
December 31, 2014 and March 31, 2014, 2013 and 2012

MNP LLP

Independent Auditor's Report

To the Shareholders of Life Choices Natural Food Corp.

We have audited the accompanying consolidated financial statements of Life Choices Natural Food Corp., which comprise the consolidated statement of financial position as at March 31, 2014, and the consolidated statements of operations and comprehensive loss, changes in shareholders' deficit, and cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, these consolidated financial statements present fairly, in all material respects, the financial position of Life Choices Natural Food Corp. as at March 31, 2014, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards.

Emphasis of Matter

Without modifying our opinion, we draw attention to Note 1 to the consolidated financial statements which highlight the existence of a material uncertainty relating to conditions that cast significant doubt on Life Choices Natural Food Corp.'s ability to continue as a going concern.

Other Matters

The consolidated financial statements as at March 31, 2013 and March 31, 2012 and for the years then ended are unaudited.

MNP LLP

Chartered Professional Accountants
Licensed Public Accountants

Mississauga, Ontario
April 9, 2015

Life Choices Natural Food Corp.

Consolidated Statements of Financial Position

	December 31 2014 (Unaudited)	**March 31 2014 (Audited)**	March 31 2013 (Unaudited)	March 31 2012 (Unaudited)
Assets				
Current assets				
Cash	**-**	**28,979**	31,540	-
HST receivable	**39,371**	**45,707**	21,057	9,975
Accounts receivable (note 2)	**698,134**	**219,596**	147,009	207,752
Prepaid expenses and deposits (note 2)	**86,411**	**-**	-	-
Income taxes recoverable (note 9(c))	**-**	**10,533**	7,716	38,516
Inventory (note 4)	**585,422**	**303,153**	201,983	234,009
	1,409,338	**607,968**	409,305	490,252
Liabilities				
Current liabilities				
Bank overdraft (note 5)	**292,692**	**311,333**	240,240	207,307
Accounts payable and accrued liabilities (notes 8 and 12)	**1,190,119**	**829,718**	598,139	354,254
Convertible promissory notes (notes 7 and 11)	**-**	**304,690**	-	-
Derivative liability (note 11)	**-**	**37,665**	-	-
Due to related party (note 13)	**71,842**	**-**	-	-
Loan payable – current (note 6)	**29,717**	**-**	-	-
	1,584,370	**1,483,406**	838,379	561,561
Loan payable – non-current (note 6)	**117,516**	**-**	-	-
	1,701,886	**1,483,406**	838,379	561,561
Shareholders' deficit				
Share capital (note 11)	**3,616,968**	**2,164,312**	2,089,312	2,089,312
Contributed surplus (note 7)	**-**	**14,064**	-	-
Accumulated deficit	**(3,826,272)**	**(2,971,030)**	(2,518,386)	(2,160,621)
Non-controlling interest in subsidiary (note 11(c))	**(83,244)**	**(82,784)**	-	-
	(292,548)	**(875,438)**	(429,074)	(71,309)
Total liabilities and shareholders' deficit	**1,409,338**	**607,968**	409,305	490,252

Going Concern *(note 1)*

Subsequent Events *(note 18)*

See accompanying notes to consolidated financial statements.

Approved by the Board:

“*Matthew von Teichman*”
Matthew von Teichman

“*Richard Posluns*”
Richard Posluns

Life Choices Natural Food Corp.

Consolidated Statements of Operations and Comprehensive Loss

	Nine-months ended December 31, 2014 (Unaudited)	Nine-months ended December 31, 2013 (Unaudited)	**Year ended March 31, 2014 (Audited)**	Year ended March 31, 2013 (Unaudited)	Year ended March 31, 2012 (Unaudited)
Revenue	**2,201,116**	1,191,367	**1,693,884**	1,560,457	1,417,006
Cost of goods sold	**1,881,176**	1,008,126	**1,346,627**	1,082,943	932,170
Gross margin	**319,940**	183,241	**347,257**	477,514	484,836
Expenses					
General and administrative	**119,422**	174,984	**233,724**	149,860	44,125
Storage and delivery	**140,261**	76,550	**105,173**	67,200	69,856
Salaries and benefits	**505,467**	228,020	**327,809**	174,884	116,627
Advertising and promotion	**304,038**	83,047	**124,303**	107,559	88,612
Professional fees	**31,515**	33,743	**52,833**	83,786	53,267
Stock-based compensation	**-**	-	**37,665**	-	-
Total expenses	**1,100,703**	596,344	**881,507**	583,289	372,487
Net loss before interest and accretion and changes in fair value of derivative liability	**(780,763)**	(413,103)	**(534,250)**	(105,775)	112,349
Interest and accretion expense	**67,653**	16,044	**30,721**	7,067	8,500
Change in fair value of derivative liability	**5,057**	-	**-**	-	-
Loss from continuing operations before income taxes	**(853,473)**	(429,147)	**(564,971)**	(112,842)	103,849
Income tax expense (recovery)	**-**	-	**-**	-	-
Loss from continuing operations	**(853,473)**	(429,147)	**(564,971)**	(112,842)	103,849
Loss from discontinued operations, net of income taxes	**2,229**	23,322	**35,457**	244,923	700,949
Loss and comprehensive loss	**(855,702)**	(452,469)	**(600,428)**	(357,765)	(597,100)
Loss attributed to non-controlling interest	**(460)**	(3,415)	**(6,996)**	-	-
Loss and comprehensive loss attributed to common shareholders	**(855,242)**	(449,054)	**(593,432)**	(357,765)	(597,100)
Loss per share					
Basic and diluted from discontinued operations	**-**	(0.01)	**(0.01)**	(0.10)	(0.28)
Basic and diluted from continuing operations	**(0.31)**	(0.18)	**(0.24)**	(0.14)	(0.24)
Weighted average number of shares basic and diluted	**2,734,394**	2,515,891	**2,520,935**	2,489,471	2,489,471

See accompanying notes to consolidated financial statements.

Life Choices Natural Food Corp.

Consolidated Statements of Changes in Shareholders' Deficit

	Share capital		Contributed	Accumulated	Non-controlling	Total shareholders'
	Number	Amount	surplus	deficit	interest	deficit
March 31, 2011 (Unaudited)	2,361,810	1,896,138	-	(1,563,521)	-	332,617
Shares issued upon private placement	127,661	193,174	-	-	-	193,174
Net loss attributable to common shareholders	-	-	-	(597,100)	-	(597,100)
March 31, 2012 (Unaudited)	2,489,471	2,089,312	-	(2,160,621)	-	(71,309)
Net loss attributable to common shareholders	-	-	-	(357,765)	-	(357,765)
March 31, 2013 (Unaudited)	2,489,471	2,089,312	-	(2,518,386)	-	(429,074)
Shares issued upon private placement	46,875	75,000	-	-	-	75,000
Dilution adjustment from change in ownership percentage	-	-	-	140,788	(140,788)	-
Shares issued in subsidiary	-	-	-	-	65,000	65,000
Issuance of convertible promissory notes	-	-	14,064	-	-	14,064
Net loss attributable to common shareholders	-	-	-	(593,432)	-	(593,432)
Net loss attributable to non-controlling interest	-	-	-	-	(6,996)	(6,996)
March 31, 2014 (Audited)	**2,536,346**	**2,164,312**	**14,064**	**(2,971,030)**	**(82,784)**	**(875,438)**
Shares issued upon private placement	509,418	925,334	-	-	-	925,334
Issuance of convertible promissory notes	-	-	6,165	-	-	6,165
Shares issued upon conversion of promissory notes	285,772	434,600	(20,229)	-	-	414,371
Stock options exercised	37,879	92,722	-	-	-	92,722
Net loss attributable to common shareholders	-	-	-	(855,242)	-	(855,242)
Net loss attributable to non-controlling interest	-	-	-	-	(460)	(460)
December 31, 2014 (Unaudited)	**3,369,415**	**3,616,968**	**-**	**(3,826,272)**	**(83,244)**	**(292,548)**

See accompanying notes to consolidated financial statements.

Life Choices Natural Food Corp.

Consolidated Statements of Cash Flows

	Nine-months ended December 31, 2014 (Unaudited)	Nine-months ended December 31, 2013 (Unaudited)	**Year ended March 31, 2014 (Audited)**	Year ended March 31, 2013 (Unaudited)	Year ended March 31, 2012 (Unaudited)
Cash flow from operating activities					
Loss and comprehensive loss	**(855,702)**	(452,469)	**(600,428)**	(357,765)	(597,100)
Items not affecting cash:					
Stock-based compensation	**-**	-	**37,665**	-	-
Allowance for doubtful accounts	**-**	95,095	**95,095**	56,969	-
Inventory provision	**887**	75,799	**75,799**	26,727	-
Accretion of discount on convertible promissory notes	**15,846**	1,795	**4,383**	-	-
Change in fair value of derivative liability	**5,057**	-	**-**	-	-
Changes in non-cash working capital:					
HST receivable	**6,336**	(12,845)	**(24,650)**	(11,082)	9,936
Accounts receivable	**(478,538)**	(122,821)	**(167,682)**	3,774	83,177
Prepaid expenses and deposits	**(86,411)**	-	**-**	-	-
Income taxes recoverable	**10,533**	(2,817)	**(2,817)**	30,800	69,360
Inventory	**(283,156)**	(127,323)	**(176,969)**	5,299	150,436
Accounts payable and accrued liabilities	**360,401**	126,101	**231,579**	243,885	85,264
	(1,304,747)	(419,485)	**(528,025)**	(1,393)	(198,927)
Cash flow from financing activities					
Increase in bank overdraft	**(18,641)**	47,945	**71,093**	32,933	5,753
Proceeds from issuance of common shares, net	**925,334**	75,000	**75,000**	-	193,174
Proceeds from issuance of non-controlling interest	**-**	65,000	**65,000**	-	-
Proceeds from exercise of stock options	**50,000**	-	**-**	-	-
Proceeds from issuance of convertible promissory notes	**100,000**	200,000	**314,371**	-	-
Advances from related party	**71,842**	-	**-**	-	-
Proceeds from loan payable, net of repayments	**147,233**	-	**-**	-	-
	1,275,768	387,945	**525,464**	32,933	198,927
Increase in cash and cash equivalents	**(28,979)**	(31,540)	**(2,561)**	31,540	-
Cash and cash equivalents, beginning of year	**28,979**	31,540	**31,540**	-	-
Cash and cash equivalents, end of year	**-**	-	**28,979**	31,540	-

See accompanying notes to consolidated financial statements.

1. Nature of Operations and Going Concern

Life Choices Natural Food Corp. (the "Company") is an organic and natural food company whose principal business is to create natural food products and brands for sale into the Canadian natural food industry. The Company's main brands include Rolling Meadow Dairy, Life Choices Frozen Foods and Holistic Choice Pet Food. The Company was incorporated under the Ontario Business Corporations Act and domiciled in Ontario, Canada on May 31, 1999.

The head office of the Company is 178 St. George Street, Toronto, Ontario, Canada M5R 2M7.

These consolidated financial statements have been prepared assuming the Company will continue as a going concern, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. As at December 31, 2014 and March 31, 2014, the Company has a working capital deficiency of $175,032 and $875,438, and an accumulated deficit of $3,826,272 and $2,971,030, respectively. For the nine-months ended December 31, 2014 and year ended March 31, 2014, the Company incurred a net loss and comprehensive loss of $855,702 and $600,428, respectively, and negative cash flow from operations of $1,304,747 and $528,025, respectively. These conditions raise significant doubt about the ability of the Company to continue as a going concern without additional equity or debt financing.

The ability of the Company to continue as a going concern is dependent upon obtaining additional financial support.

These consolidated financial statements do not include any adjustments to the amounts and classification of assets and liabilities that might be necessary should the Company be unable to continue as a going concern.

2. Significant Accounting Policies

Statement of compliance

The Company has prepared these consolidated financial statements in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the IFRS Interpretations Committee.

The accounting policies set out below have been applied consistently to all years presented in these consolidated financial statements.

The unaudited consolidated financial statements for the period ended December 31, 2014 and related comparative unaudited financial information for the period ended December 31, 2013, have been prepared under IFRS, including International Accounting Standard 34, Interim Financial Reporting ("IAS 34"). Consequently, the unaudited consolidated financial statements for the period ended December 31, 2014 do not include all of the information and footnotes required by IFRS for full annual financial statements. The Company has used the same accounting policies and methods of computation as in the consolidated financial statements for the year ended March 31, 2014.

The financial statements were approved by the Board of Directors on April 7, 2015.

2. Significant Accounting Policies - continued

Basis of measurement

These consolidated financial statements have been prepared on a historical cost basis except for certain financial instruments that have been measured at fair value.

All amounts in these consolidated financial statements are expressed in Canadian dollars, unless otherwise stated.

Basis of consolidation

These consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries, 1706817 Ontario Limited, doing business as Living Right Natural Foods ("Living Right"), Grandview Farm Sales Ltd. ("Grandview") and Rolling Meadow Dairy Ltd. ("Rolling Meadow"). In addition, the Company has 71% ownership in The Everyday Fundraising Group ("TEFG") see Note 11(c). Living Right's operations were discontinued in fiscal 2012 and TEFG's operations were discontinued in June 2014; the results of operations for both companies have been presented in discontinued operations for all periods presented see Note 3. Grandview does not currently have business operations; however, during fiscal 2015; Grandview has been collecting cash on behalf of and remitting cash to an entity controlled by a common shareholder, resulting in a due to related party balance see Note 13.

All material intercompany transactions and balances have been eliminated on consolidation.

Significant accounting estimates and judgments

The preparation of these consolidated financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenue and expenses during the year. Significant estimates are used in determining, but not limited to, the allowance for doubtful accounts, deferred tax assets, inventory provisions, stock-based compensation and fair value of the derivative liability. Actual results could differ from those estimates.

(a) *Allowance for Bad Debts*
The Company establishes an appropriate provision for uncollectible or doubtful accounts. Estimates of recoverable amounts are based on management's best estimate of a customer's ability to settle its obligations, and actual amounts received may be affected by various factors, including industry conditions and changes in individual customer financial conditions. To the extent that actual losses on uncollectible accounts differ from those estimated in the Company's provision, both accounts receivable and net loss will be affected.

(b) *Deferred income taxes*
Uncertainties exist with respect to the interpretation of complex tax regulations and the amount and timing of future taxable income. The Company establishes provisions, based on reasonable estimates, for possible consequences of audits by the tax authorities. The amount of such provisions is based on various factors, such as experience of previous tax audits and differing interpretations of tax regulations by the taxable entity and the responsible tax authority. Deferred tax assets are recognized for all unused tax losses to the extent that it is probable that taxable earnings will be available against which the losses can be utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable earnings together with future tax planning strategies.

2. Significant Accounting Policies - continued

Significant accounting estimates and judgments – continued

(c) *Provisions for Inventory*
Management makes estimates of the future customer demand for the Company's products when establishing appropriate provisions for inventory. In making these estimates, management considers product life of inventory and the profitability of recent sales of inventory. In many cases, product sold by the Company turns over quickly and inventory on-hand values are lower, thus reducing the risk of material misstatement. Management ensures that systems are in place to highlight and properly value inventory that may be approaching "best before" dates. To the extent that actual losses on inventory differ from those estimated, both inventory and net loss will be affected.

(d) *Stock-Based Compensation and Fair Value of the Derivative Liability*
The Company provided stock-based awards to a certain employee in the form of stock options, which were determined to be a derivative liability see Note 11. The Company is required to make certain estimates when determining the fair value of the stock-based compensation and again when measuring the derivative liability at fair value at each reporting date. These estimates affect the amount recognized as derivative warrant liabilities in the consolidated statement of financial position and the change in fair value of derivative warrant liabilities in the consolidated statement of operations and comprehensive loss.

Foreign currency translation

The Canadian dollar is the functional currency of the Company and its subsidiaries. In respect of transactions denominated in currencies other than the Canadian dollar, the monetary assets and liabilities of the Company are translated at the year-end rates. All of the exchange gains or losses resulting from these transactions are recognized in profit or loss.

Non-monetary assets and liabilities that are measured at historical cost are translated into Canadian dollars by using the exchange rate in effect at the date of the initial transaction and are not subsequently restated. Non-monetary assets and liabilities that are measured at fair value or a revalued amount are translated into Canadian dollars by using the exchange rate in effect at the date the value is determined and the related translation differences are recognized in net income or other comprehensive loss consistent with where the gain or loss on the underlying non-monetary asset or liability has been recognized. Revenue and expenses are translated at rates of exchange prevailing on the transaction dates.

Revenue recognition

The Company recognizes revenue from the sale of goods when significant risks and rewards of ownership of the goods are transferred to the customer, it is probable that the economic benefits will flow to the Company and the amount of revenue can be measured reliably, which generally arises on delivery or in accordance with specific terms and conditions agreed with customers. Consideration given to customers such as value incentives, rebates, early payment discounts and other discounts are recorded as reductions in revenue.

2. Significant Accounting Policies - continued

Financial instruments

Financial assets

The Company classifies its financial assets into one of the following categories, depending on the purpose for which the asset was acquired. The Company's accounting policy for each category is as follows:

Fair value through profit or loss - This category comprises derivatives, or assets acquired or incurred principally for the purpose of being sold or repurchased in the near term. They are carried in the statement of financial position at fair value with changes in fair value recognized in profit or loss.

Loans and receivables - These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are carried at amortized cost less any provision for impairment. Individually significant receivables are considered for impairment when they are past due or when other objective evidence is received that a specific counterparty will default.

Held-to-maturity investments - These assets are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Company's management has the positive intention and ability to hold to maturity. These assets are measured at amortized cost using the effective interest method. If there is objective evidence that the investment is impaired, determined by reference to external credit ratings and other relevant indicators, the financial asset is measured at the present value of estimated future cash flows. Any changes to the carrying amount of the investment, including impairment losses, are recognized in profit or loss.

Available-for-sale - Non-derivative financial assets not included in the above categories are classified as available-for-sale. They are carried at fair value with changes in fair value recognized in other comprehensive income. Where a decline in the fair value of an available-for-sale financial asset constitutes objective evidence of impairment, the amount of the loss is removed from accumulated other comprehensive income (loss) and recognized in profit or loss.

All financial assets except for those at fair value through profit or loss are subject to review for impairment the end of each reporting period. Financial assets are impaired when there is any objective evidence that the cash flows related to a financial asset or group of financial assets have been negatively impacted. Different criteria to determine impairment are applied for each category of financial assets described above.

Financial liabilities

The Company classifies its financial liabilities into one of two categories, depending on the purpose for which the corresponding asset was acquired. The Company's accounting policy for each category is as follows:

Fair value through profit or loss - This category comprises derivatives, or liabilities acquired or incurred principally for the purpose of being sold or repurchased in the near term. They are carried in the statement of financial position at fair value with changes in fair value recognized in profit or loss.

Other financial liabilities - This category includes all other financial liabilities, all of which are recognized at amortized cost.

2. Significant Accounting Policies - continued

Financial instruments - continued

The Company's financial instruments consist of the following:

Financial assets:	Classification:
Accounts and HST receivable	Loans and receivables

Financial liabilities:	Classification:
Bank overdraft	Other financial liabilities
Accounts payable and accrued liabilities	Other financial liabilities
Convertible promissory notes	Other financial liabilities
Due to related party	Other financial liabilities
Loan payable	Other financial liabilities
Derivative liability	Fair value through profit or loss

Financial instruments recorded at fair value in the statement of financial position are classified according to a three level hierarchy that reflects the significance of the inputs used in making the fair value measurements. The three levels of fair value hierarchy are as follows:

- Level 1 - Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 - Inputs other than quoted prices that are observable for assets or liabilities, either directly or indirectly; and
- Level 3 - Inputs for assets or liabilities that are not based on observable market data.

The Company's derivative liability is measured at fair value using Level 3 inputs.

Compound financial instruments

Compound instruments are separated into their liability and equity components using the residual method. The Company values the liability component at its fair value and the residual value is assigned to equity. The liability component accretes up to the principal balance at maturity using the effective interest rate method. The equity component is reclassified to share capital on conversion. Any balance in equity that remains after the settlement of the liability is transferred to contributed surplus.

Cash and cash equivalents

Cash equivalents include money market instruments which are readily convertible into cash or have maturities at the date of purchase of less than ninety days.

2. Significant Accounting Policies - continued

Prepaid expenses and other deposits

Prepaid expenses and other deposits consist of retainers paid with respect to professional services and prepayment and overpayment of amounts to suppliers.

Inventory

Inventory is valued at the lower of cost and net realizable value. Net realizable value is the estimated selling price, in the ordinary course of business, less appropriate selling costs. Inventory consists of raw materials, mainly raw meat provided to the Company's suppliers to produce a finished product, finished products, and packaging.

Accounts receivable

Accounts receivable are presented, net of allowance for doubtful accounts of $152,064 at December 31, 2014 and $152,064 at March 31, 2014 (2013 - $56,969; 2012 - $nil).

The Company records an allowance for doubtful accounts related to accounts receivable that may potentially be impaired. The Company's allowance is estimated by: (1) reviewing the current business environment, customer and industry concentrations, and historical experience and, (2) establishing an additional allowance for specifically identified accounts that are significantly impaired. A change to these factors could impact the estimated allowance. The provision for bad debts is recorded in general and administrative expenses.

Income taxes

Income tax expense consists of current and deferred tax expense. Income tax expense is recognized in profit and loss except to the extent that it relates to items recognized directly in equity or other comprehensive income.

Current tax is recognized and measured at the amount expected to be recovered from or payable to the taxation authorities based on the income tax rates enacted or substantively enacted at the end of the reporting period and includes any adjustment to taxes payable in respect of previous years.

Deferred tax is recognized on any temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable earnings. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized and the liability is settled. The effect of a change in the enacted or substantively enacted tax rates is recognized in profit or loss and comprehensive income or in equity depending on the item to which the adjustment relates.

Deferred tax assets are recognized to the extent future recovery is probable. At the end of each reporting period, deferred tax assets are reduced to the extent that it is no longer probable that sufficient taxable earnings will be available to allow all or part of the asset to be recovered.

2. Significant Accounting Policies - continued

Investment tax credits

The Company applies for investment tax credits in relation to qualifying scientific research and experimental development expenditures incurred. Only when the Company has reasonable assurance that these investment tax credits will be received are they recognized and accounted for as a reduction in the related expenditure for items of a current expense nature.

Loss per share

The loss per share calculation is based on the weighted average number of common shares issued and outstanding during the period. The diluted loss per share is calculated using the treasury stock method. The treasury stock method assumes that outstanding stock options, warrants, broker units and similar instruments with an average exercise price below the market price of the underlying shares are exercised and the assumed proceeds are used to repurchase common shares of the Company at the average market price of the common shares for the period. The if-converted method, which applies to convertible securities, assumes that all such instruments have been converted in determining diluted earnings per share if they are in-the-money except where such conversion would be anti-dilutive.

Stock-based compensation

The Company measures equity-settled stock-based payments to employees and others providing similar services at the fair value of the equity instruments at the grant date. The fair value determined at the grant date of the equity-settled share-based payments is calculated using the Black-Scholes option valuation model and is expensed on a graded vesting basis over the vesting period, based on the Company's estimate of equity instruments that will eventually vest, and is credited to contributed surplus.

The Company does not have a stock option plan; however, during the year ended March 31, 2014, it granted stock options to an employee pursuant to an employment agreement. The stock options were measured at fair value, recorded as an expense to stock-based compensation and recognized as a derivative liability due to the variability of the amount of shares that ultimately could be issued upon exercise of the stock options see Note 11.

Segment reporting

The Company's CEO has been identified as the chief operating decision maker. The CEO evaluates the performance of the Company and allocates resources based on the information provided by the Company's management system. The Company has determined that it only has one operating segment, which is creating natural food products and brands for sale into the Canadian natural food industry. All of the Company's assets are located in and all its revenues are earned in Canada, with the exception of $185,949 of revenue in the year ended March 31, 2012 earned by Living Right, which is included in discontinued operations.

2. Significant Accounting Policies - continued

Standards and amendments effective during the year ended March 31, 2014

The IASB has published the following IFRSs:

IFRS 10 - Consolidated Financial Statements, effective for annual periods beginning on or after January 1, 2013, with early adoption permitted, builds on existing principles by identifying the concept of control as the determining factor in whether an entity should be included within the consolidated financial statements of the parent company.

IFRS 11 – Joint Arrangements was issued by the IASB to establish principles for reporting financial interests in arrangements that are jointly controlled (joint operation or joint venture). This standard was mandatorily effective from January 1, 2013, with earlier application permitted.

IFRS 12 – Disclosure of Interests in Other Entities was issued by the IASB to require the disclosure of information about the nature and associated risks of an entity's interest in other entities and the effects of those interests on the entity's financial position, performance, and cash flows. This standard was mandatorily effective from January 1, 2013, with earlier application permitted.

IFRS 13 – Fair Value Measurement was published by the IASB to define fair value and to set out a framework for measuring fair value. This standard applies when other IFRSs require or permit the measurement of assets, liabilities, or an entity's own equity instruments at fair value. This standard was mandatorily effective from January 1, 2013, with earlier application permitted.

IAS 28 – Investments in associates and joint ventures was issued by the IASB to prescribe the financial reporting and disclosure requirements for an entity relating to its associates. The standard also requires the application of the equity method when accounting for investments in associates and joint ventures. This standard was mandatorily effective from January 1, 2013, with earlier application permitted.

The adoption of these standards had no significant impact on these consolidated financial statements.

Standards issued but not yet effective

IFRS 9 – Financial Instruments was issued by the IASB to establish principles for the financial reporting of financial assets and financial liabilities, including requirements for classification and measurement, impairment, and hedge accounting. This standard is mandatorily effective from January 1, 2018, with earlier application permitted.

IFRS 15 - Revenue from Contracts with Customers, effective for annual periods beginning on or after January 1, 2017, with early adoption permitted, specifies how and when to recognize revenue and enhances relevant disclosures to be applied to all contracts with customers.

The Company is currently assessing the effects of these new standards and intends to adopt them on their effective dates.

3. Discontinued Operations

In fiscal 2012, the Company exited a business branded as Living Right which sold frozen natural foods under the same brand name into the U.S. market. The operating results of Living Right have been recorded as a discontinued operation.

In June 2014, the Company exited the business carried on by its subsidiary TEFG, which operated an online grocery store that donated a portion of each sale to a charity of the customers' choice. The operating results of TEFG have been included as discontinued operations for all periods presented.

The following table summarizes the operations of Living Right and TEFG as classified as discontinued operations:

	Nine-months ended December 31, 2014 (Unaudited)	Nine-months ended December 31, 2013 (Unaudited)	**Year ended March 31, 2014 (Audited)**	Year ended March 31, 2013 (Unaudited)	Year ended March 31, 2012 (Unaudited)
Revenue	**13,171**	75,029	**90,929**	83,557	203,347
Cost of goods sold	**7,424**	65,093	**72,397**	59,264	363,728
Gross margin	**5,747**	9,936	**18,532**	24,293	(160,381)
Expenses	**7,976**	33,258	**53,989**	269,216	540,568
Loss from discontinued operations	**(2,229)**	(23,322)	**(35,457)**	(244,923)	(700,949)
Loss attributed to non-controlling interest	**(460)**	(3,415)	**(6,996)**	-	-
Loss attributed to common shareholders	**(1,769)**	(19,907)	**(28,461)**	(244,923)	(700,949)

Due to net losses there is $nil income tax expense recorded in respect of discontinued operations.

Living Right had current assets of $47,123 and current liabilities of $18,316 as at March 31, 2012; TEFG had current assets of $7,211 as at December 31, 2014 (2013 - $7,078) and $19,985 as at March 31, 2014 (2013 - $30,552; 2012 - $10,412) and current liabilities of $Nil as at December 31, 2014 (2013 - $Nil) and $12,858 as at March 31, 2014 (2013 - $47,570; 2012 - $Nil). Neither Living Right nor TEFG had any non-current assets. These amounts have been treated as a disposal group for Living Right and TEFG, respectively, and have been treated as a disposal group to be abandoned because their carrying amount will be principally recovered through continuing use, being the collection of cash and receivables, disposition of inventory and settlement of liabilities.

The following table summarizes the net cash flows attributable to discontinued operations:

	Nine-months ended December 31, 2014 (Unaudited)	Nine-months ended December 31, 2013 (Unaudited)	**Year ended March 31, 2014 (Audited)**	Year ended March 31, 2013 (Unaudited)	Year ended March 31, 2012 (Unaudited)
Cash flows from operations	**1,067**	(46,486)	**(61,933)**	(213,284)	(509,785)
Cash flows from financing activities	**-**	65,000	**65,000**	-	-

4. Inventory

Inventory consists of:

	December 31, 2014 (Unaudited)	**March 31, 2014 (Audited)**	March 31, 2013 (Unaudited)	March 31, 2012 (Unaudited)
Raw Materials	**168,373**	**121,798**	75,617	112,089
Packaging	**24,141**	**8,925**	46,784	37,931
Finished goods	**392,908**	**172,430**	79,582	83,989
Total	**585,422**	**303,153**	201,983	234,009

Included in cost of goods sold is a provision for inventory amounting to $887 for the period ended December 31, 2014 ($75,799 – December 31, 2013) and $75,799 for the year ended March 31, 2014 (2013 – $26,727; 2012 – $nil).

The amount of inventory recognized as an expense in cost of goods sold was $1,688,651 for the period ended December 31, 2014 ($1,004,098 – December 31, 2013) and $1,339,390 for the year ended March 31, 2014 (2013 – $1,072,642; 2012 – $907,909).

5. Bank Overdraft

The Company's revolving credit facility allows the Company to borrow up to $300,000 and is secured by a general security agreement from the Company. The Company's Chief Executive Officer ("CEO") Matthew von Teichman-Logischen and his spouse personally guarantee and also have provided their personal residence as collateral for the overdraft facility. The facility is payable on demand bearing interest at 3.0% (March 31, 2014 – 3.0%; 2013 – 3.0%; 2012 – 3.0%) per annum and is classified as Bank Overdraft.

6. Loan Payable

	December 31, 2014 (Unaudited)	**March 31, 2014 (Audited)**	March 31, 2013 (Unaudited)	March 31, 2012 (Unaudited)
Term loan	147,233	-	-	-
Less current portion	29,717	-	-	-
Long-term debt	117,516	-	-	-

On June 24, 2014 the Company entered into two term credit facilities with the Business Development Bank of Canada ("BDC") for a total of $150,000. The first credit facility is for $50,000 bearing interest at the BDC's floating base rate plus 1% (6.0% as at December 31, 2014) per annum and matures in November 2018. The second credit facility is for $100,000 bearing interest at the BDC's floating base rate plus 3.25% (8.25% as at December 31, 2014) 8.25% per annum and matures in November 2019. The loan payable is secured by a joint and several guarantees of the CEO and his spouse.

6. Loan Payable - continued

At December 31, 2014, the required future principal repayments on the term facilities are as follows:

Year ending March 31:	
2015	8,121
2016	32,484
2017	32,484
2018	32,484
2019	28,324
Thereafter	13,336
	147,233

7. Convertible Promissory Notes

	December 31, 2014 (Unaudited	**March 31, 2014 (Audited)**	March 31, 2013 (Unaudited)	March 31, 2012 (Unaudited)
Opening carrying amount	**304,690**	**-**	-	-
Principal amount	**100,000**	**314,371**	-	-
Discount	**(6,165)**	**(14,064)**	-	-
Carrying amount recognized	**398,525**	**300,307**	-	-
Accretion	**15,846**	**4,383**	-	-
Conversion to common shares	**(414,371)**	**-**	-	-
Closing carrying amount	**-**	**304,690**	-	-

In fiscal 2014 the Company issued three convertible promissory notes totalling $314,371 bearing interest at 12.0% per annum. The convertible promissory notes were convertible at the holders' option into the Company's common shares at a conversion price of $1.58 per share. If the Company were to be in default of the terms and condition of the promissory notes the conversion price would adjust to $0.79 per share. The Company was not in default of the convertible promissory notes, which originally were set to mature at various times between October 2015 and March 2015.

On April 3, 2014, the Company issued a convertible promissory note for $100,000, bearing interest at 10.0% per annum, with the same terms and conditions to those described above. The Company was not in default of the convertible promissory notes, which was originally set to mature on April 3, 2015.

On the initial recognition of the convertible promissory notes, the notes were recorded at fair value using a discount rate of 18% based on the rate used by comparable companies to measure similar instruments. As a result, the Company calculated a discount of $14,064 on the $314,371 convertible promissory notes issued in fiscal 2014, which was recognized in contributed surplus. An additional $6,165 was recognized on the $100,000 convertible promissory note issued on April 3, 2014.

On December 10, 2014, all the convertible promissory notes were converted at the behest of the holders to common shares at a revised agreed upon conversion price of $1.45 per share resulting in the issuance of 285,772 common shares. A number of the investors in the convertible promissory notes were existing shareholders at the time of issuance.

8. Accounts Payable and Accrued Liabilities

Accounts payable and accrued liabilities:

	December 31, 2014 (Unaudited)	**March 31, 2014 (Audited)**	March 31, 2013 (Unaudited)	March 31, 2012 (Unaudited)
Accounts payable	**900,883**	**585,952**	369,088	286,619
Accrued liabilities	**198,632**	**214,295**	161,699	56,032
Accrued wages and benefits	**31,427**	**7,534**	12,132	11,603
Other	**59,177**	**21,937**	55,220	-
	1,190,119	**829,718**	598,139	354,254

9. Income Taxes

(a) Income taxes

The reconciliation of the combined Canadian federal and provincial statutory income tax rate of 15.5% (2013 - 15.5%; 2012 - 15.5%) to the effective tax rate is as follows:

	Year ended March 31, 2014 (Audited)	Year ended March 31, 2013 (Unaudited)	Year ended March 31, 2012 (Unaudited)
Net loss before recovery of income taxes	**564,971**	112,842	(103,849)
Expected income tax recovery	**(87,570)**	(17,491)	16,100
Tax rate changes and other adjustments	**(56,820)**	(12,060)	9,390
Non-deductible expenses	**11,230**	630	(1,570)
Change in tax benefits not recognized	**133,160**	28,921	(23,920)
Income tax (recovery) expense	-	-	-

The Company's income tax (recovery) is allocated as follows:

Current tax (recovery) expense	-	-	-
Deferred tax (recovery) expense	-	-	-
	-	-	-

9. Income Taxes - continued

(b) Deferred tax

The following table summarizes the components of deferred tax:

	Year ended March 31, 2014 (Audited)	Year ended March 31, 2013 (Unaudited)	Year ended March 31, 2012 (Unaudited)
Deferred Tax Assets			
Non-capital losses carried forward	**2,570**	-	-
Deferred Tax Liabilities			
Convertible promissory notes	**(2,570)**	-	-
Net deferred tax liabilities	-	-	-

Deferred tax assets and liabilities have been offset where they relate to income taxes levied by the same taxation authority and the Company has the legal right and intent to offset.

Unrecognized deferred tax assets

Deferred taxes are provided as a result of temporary differences that arise due to the differences between the income tax values and the carrying amount of assets and liabilities. Deferred tax assets have not been recognized in respect of the following deductible temporary differences:

Cumulative eligible capital	**540**	570	650
SR&ED pool	-	-	40,400
Non-capital losses carried forward	**2,781,210**	2,371,210	2,049,290
Donations	**29,250**	11,560	1,000
Transitional Tax	**5,570**	5,570	4,570
Ontario R&D Tax Credit	**8,020**	8,020	6,930

The Ontario Research and Development Tax Credit expires between 2029 and 2033, and donations expire between 2017 and 2019.

Deferred tax assets have not been recognized in respect of these items because it is not probable that future taxable profit will be available against which the Company can utilize the benefits therefrom.

The Company's Canadian non-capital income tax losses expire as follows:

2026	89,490
2027	111,750
2028	265,280
2029	209,920
2030	359,880
2031	249,920
2032	699,960
2033	274,770
2034	529,923
	2,790,893

9. Income Taxes - continued

(c) Income taxes recoverable

The Scientific Research and Experimental Development Tax Credits ("SR&ED"), offered by the Government of Canada and the Ontario Innovation Tax Credit ("OITC") and Ontario Research and Development Tax Credit ("ORDTC") offered by the Ontario Provincial Government are awarded for expenditures on research and development. The tax credits relating to research are recorded as a reduction of salary and benefits, as they generally related to labour costs.

The SR&ED, OITC and ORDTC tax credits are based on the Company having incurred expenses which in management's opinion qualify as research and development costs under the Income Tax Act of Canada. These expenses are subject to review and approval by the Canada Revenue Agency and accordingly, the actual credits received may differ from the recorded amounts. Any such adjustments will be made in the year in which the refunds are received or applied against future income taxes due.

As at March 31, 2014 the Company has recorded a recoverable amount of $10,533 (2013 - $7,716; 2012 - $38,516). During the year ended March 31, 2014 the Company recognized a net recovery of $2,817 (2013 - $11,869; and $21,997).

10. Interest Expense

	Nine-months ended December 31, 2014 (Unaudited)	Nine-months ended December 31, 2013 (Unaudited)	**Year ended March 31, 2014 (Audited)**	Year ended March 31, 2013 (Unaudited)	Year ended March 31, 2012 (Unaudited)
Accretion of discount on convertible promissory notes	**15,846**	1,795	**4,383**	-	-
Interest on convertible promissory notes	**31,969**	6,559	**15,561**	4,090	-
Bank charges and other interest	**19,838**	7,690	**10,777**	2,977	8,500
	67,653	16,044	**30,721**	7,067	8,500

11. Share Capital

(a) Authorized: Unlimited number of common shares

Common shares issued and fully paid:

	Number	Amount
Balance March 31, 2011	2,361,810	$1,896,138
Shares issued upon private placement (i)	127,661	193,174
Balance March 31, 2012 and 2013	2,489,471	$2,089,312
Shares issued upon private placement (ii)	46,875	75,000
Balance March 31, 2014	2,536,346	$2,164,312
Shares issued upon private placement (iii)	203,125	325,000
Shares issued upon private placement (iv)	306,293	600,334
Shares issued upon exercise of stock options (v)	37,879	92,722
Shares issued upon conversion of promissory notes (vi)	285,772	434,600
Balance December 31, 2014	3,369,415	$3,616,968

(i) In fiscal 2012, the Company completed a non-brokered private placement of 127,661 common shares for aggregate proceeds of $193,174.

(ii) On July 29, 2013, the Company completed a non-brokered private placement of 46,875 common shares for aggregate proceeds of $75,000.

(iii) On June 11, 2014, the Company completed a non-brokered private placement of 203,125 common shares for aggregate proceeds of $325,000.

(iv) On December 10, 2014, the Company completed a non-brokered private placement of 306,293 common shares for aggregate proceeds of $600,334.

(v) On December 10, 2014, the Company issued 37,879 common shares upon exercise of stock options for aggregate proceeds of $50,000 plus $42,722 of value reallocated from the derivative liability see Note 11(b).

(vi) On December 10, 2014, all the convertible promissory notes were converted resulting in the issuance of 285,772 common shares and a corresponding increase to share capital of $434,600.

11. Share Capital - continued

(b) Stock options:

The Company does not have a stock option plan. In accordance with an employment agreement, on March 31, 2014, the Company granted stock options to an employee at a variable price to be determined upon exercise by dividing the agreed upon fair value of the Company by the number of common shares outstanding at the time of exercise. Therefore, the number of common shares to be granted on exercise was not fixed until exercise. As a result, the Company recorded the fair value of the stock options as a derivative liability with changes in the fair value recorded in profit or loss.

On December 10, 2014 the employee exercised the stock options. In accordance with employment agreement the exercise price was calculated as $1.32 per share and the Company issued 37,879 shares for proceeds of $50,000.

The fair value of each option granted was estimated on the date of grant, at the end of each reporting period at which they remained outstanding and at the date of exercise using the Black-Scholes fair value option pricing model with the following assumptions:

	December 10, 2014	**March 31, 2014**
Risk-free interest rate	1.06%	1.06%
Volatility factor of the future expected market price of the Company's common shares	150%	150%
Share price	$1.96	$1.60
Expected life of the options	1.3 to 2.3 years	2.0 to 3.0 years
Exercise price	$1.32	$1.58

(c) The Everyday Fundraising Group (“TEFG”)

On April 16, 2013, the Company issued 260,000 shares of its subsidiary The Everyday Fundraising Group for total proceeds of $65,000. The Company’s ownership prior to the issuance was 100%. As at March 31, 2014, there were 1,260,000 common shares in TEFG outstanding of which the Company owned 1,000,000 shares and an ownership percentage in TEFG of 79.0%. The Company recorded the losses attributed to the non-controlling interest as a reduction to the Company’s net and comprehensive loss. As a result of the issuance of TEFG shares, the Company recorded a dilution adjustment of $140,788.

The adjustment to the non-controlling interest amounts reflecting the adjustment to the percentage ownership of net assets in TEFG is shown in the consolidated statement of changes in shareholders’ deficiency.

TEFG ceased operations in June 2014 and at December 31, 2014 is recorded as a discontinued operation (note 3). Subsequent to December 31, 2014 the Company purchased all the outstanding TEFG common shares held by minority shareholders’ at a nominal value (Note 18).

11. Share Capital - continued

(c) The Everyday Fundraising Group ("TEFG") - continued

The following is the summarized financial information for TEFG:

Summarized Statement of Financial Position for TEFG

	December 31, 2014 (Unaudited)	**March 31, 2014 (Audited)**	March 31, 2013 (Unaudited)	March 31, 2012 (Unaudited)
Current assets	**7,211**	**19,985**	30,552	4,556
Current liabilities	**-**	**12,858**	47,570	5,856
Non-current liabilities - due to related party	**410,723**	**408,310**	413,809	187,403

Summarized Statement of Operations and Comprehensive Loss for TEFG

	Nine-months ended December 31, 2014 (Unaudited)	Nine-months ended December 31, 2013 (Unaudited)	**Year ended March 31, 2014 (Audited)**	Year ended March 31, 2013 (Unaudited)	Year ended March 31, 2012 (Unaudited)
Revenue	**13,171**	75,029	**90,929**	83,557	17,398
Cost of goods sold	**7,424**	65,093	**72,397**	56,787	8,917
Expenses	**7,976**	33,258	**53,989**	280,606	185,472
Loss and comprehensive loss	**2,229**	23,322	**35,456**	253,836	176,991

12. Lease Commitments and Contingencies

Commitments
At December 31, 2014, the Company has one operating lease outstanding for a delivery van maturing on December 31, 2015. The future minimum lease payments are as follows: For the years ending March 31, 2015 and March 31, 2016, $3,036 and $9,108, respectively.

Contingencies
The Company may become involved in certain claims and litigation arising out of the ordinary course and conduct of business where certain claims are made against or by the Company. Management assesses such claims and, if they are considered likely to result in a loss and the amount of loss is quantifiable, provisions for loss are made, based on management's assessment of the most likely outcome. Management does not provide for claims for which the outcome is not determinable or claims where the amount of the loss cannot be reasonably estimated or where the litigation may result in a contingent gain.

13. Related Party Transactions

The Company has a verbal informal short term lease arrangement for office space with a shareholder of the Company. For the nine-month period ended December 31, 2014 the Company paid rent expense of $6,186 (December 31, 2013 - $nil) and during the year ended March 31, 2014 $nil (2013 - $7,500; 2012 - $5,800).

Common shareholders of the Company made a non-controlling investment in its subsidiary TEFG see Note 11. The TEFG business was discontinued (see Note 3) and subsequent to December 31, 2014 the Company purchased back the TEFG shares from the minority shareholders' at a nominal value.

The Company has an outstanding balance of $301,000 at December 31, 2014, (March 31, 2014 - $284,893; 2013 - $196,371; 2012- $54,160) due to the CEO included in accounts payable and accrued liabilities. These amounts relate to unpaid compensation, accordingly, there are no specified terms of repayment and these amounts do not bear interest. Also included in accounts payable and accrued liabilities are balances on credit cards in the CEO's name that have been used by the Company amounting to $59,176 as at December 31, 2014 (2013 - $845) and $21,936 as at March 31, 2014 (2013 - $19,745; 2012 - $4,584).

The Company purchases raw materials for the production of its finished products through a meat broker Ronald A. Chisolm Ltd. whose principal is also a shareholder of Life Choices. At December 31, 2014, $85,229 (March 31, 2014 - $6,837; 2013 – $nil; 2012 - $nil) was due to Ronald A. Chisolm Ltd. For the nine-month period ended December 31, 2014 total purchases amounted to $172,434 (December 31, 2013 - $7,204; March 31, 2014 - $21,045; 2013- $nil; 2012- $nil). These purchases of raw materials are on arm's length commercial terms and do not bear interest.

Each of the CEO and his spouse have provided personal guarantees with regards to the term loans outstanding with the Business Development Bank of Canada.

The CEO and his spouse personally guarantee and also have provided their personal residence as collateral for the overdraft facility.

The Company collects funds on behalf of an unrelated company controlled by a common shareholder. This arrangement was made to assist the shareholder in the administration of the unrelated company. The Company collects and remits these funds periodically. At December 31, 2014, $71,842 (March 31, 2014, 2013 and 2012 - $nil) was due to the unrelated company controlled by a common shareholder. The amount is non-interest bearing with no specified terms of repayment.

Subsequent to December 31, 2014, on March 2, 2015, the Company issued a promissory note to a current shareholder for proceeds of $500,000. The promissory note bears interest at 12.0% per annum and matures the earlier of May 30, 2015 or 5 business days subsequent to the completion of the private placement (see note 18).

Key management includes the Company's directors and officers. Compensation awarded to key management includes a salary and director fees. The following table presents key management compensation:

	December 31, 2014 (Unaudited)	**March 31, 2014 (Audited)**	March 31, 2013 (Unaudited)	March 31, 2012 (Unaudited)
Salary and director fees	212,500	150,000	150,000	150,000

14. Economic Dependence

The Company's continuing operations are in the early stages of revenue development and therefore revenues and accounts receivables of the continuing operations are concentrated among a small number of customers. For the nine-month period ended December 31, 2014, the Company had three customers representing over 10% of total revenue for an aggregate of approximately 90% of total revenue. For the year ended March 31, 2014, the Company had three customers representing over 10% of total revenue for an aggregate of approximately 75% of total revenue (2013 - two customers accounting for approximately 64%; 2012 - three customers accounting for approximately 79%).

15. Expenses by Nature

	Nine-months ended December 31, 2014 (Unaudited)	Nine-months ended December 31, 2013 (Unaudited)	**Year ended March 31, 2014 (Audited)**	Year ended March 31, 2013 (Unaudited)	Year ended March 31, 2012 (Unaudited)
Raw materials and consumables used	**1,450,744**	980,754	**1,339,390**	1,072,642	841,209
Storage and delivery	**140,261**	76,550	**105,173**	67,200	69,856
Salaries and benefits	**505,467**	228,020	**327,809**	174,884	116,627
Advertising and promotion	**304,038**	83,047	**124,303**	107,559	88,612
Professional fees	**31,515**	33,743	**52,833**	83,786	53,267
Other expenses	**311,947**	179,012	**278,626**	160,161	68,386
	2,891,879	1,604,470	**2,228,134**	1,666,232	1,304,657

16. Financial Risk Management

(a) Concentration Risk

The Company currently has heavy reliance on a small number of large customers for revenue. The Company continues to expand its customer base to reduce this reliance. A new sales team is focused on expanding the business in Western Canada and new customers have been obtained from across Canada. Management will continue to monitor and reduce this reliance.

(b) Credit Risk

Credit risk is the risk of financial loss to the Company if a customer, investee or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's accounts receivable.

In the normal course of business, the Company is exposed to credit risk from its customers and the related accounts receivable are subject to normal industry credit risk. To mitigate this risk the Company reviews the creditworthiness of material new customers, monitors customer payment performance and, where appropriate, reviews the financial condition of existing customers. The Company establishes an allowance for doubtful accounts that corresponds to the specific credit risk of its customers and economic circumstances.

16. Financial Risk Management - continued

(c) Credit Risk – continued

The Company's maximum credit exposure is represented by the balance of accounts receivable at each reporting date. As at December 31, 2014 $361,993 (March 31, 2014 - $251,578; 2013 - $106,304; 2012 - $74,633) of accounts receivable are past due but have been determined not to be impaired.

(d) Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due. The Company monitors its financial position regularly and updates its expected use of cash resources.

There are significant uncertainties related to the timing and use of the Company's cash resources. These uncertainties include, but are not limited to, the volume of sales, customer acceptance of its products and brands, its ability to control operating expenses and to secure financing for working capital requirements. The Company requires additional equity or debt financing in order to continue its operations.

These consolidated financial statements have been prepared assuming the Company will continue as a going concern, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business see Note 1.

These consolidated financial statements do not include any adjustments to the amounts and classification of assets and liabilities that might be necessary should the Company be unable to continue as a going concern.

(e) Market Risk

i. Interest Rate Risk

Interest rate risk arises because of the fluctuation in interest rates. The Company's objective in managing interest rate risk is to minimize the interest expense on liabilities and debt. The Company does not believe that the results of operations or cash flows would be affected to any significant degree by a sudden change in market interest rates. The interest rates that it pays on the line of credit and loan payable can fluctuate with the prime rate. A 1% change in the prime rate would create a maximum annual increase or decrease in interest expense of $4,500.

ii. Foreign Currency Risk

The foreign currency risk to the Company is not significant.

17. Capital Management

Management defines capital as the Company's share capital. The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support its sales, expenses, working capital and any required capital expenditures. The Company is not subject to any externally imposed capital requirements.

To finance its activities, the Company is currently dependent on obtaining additional financing as discussed in Note 1.

The capital management objectives for fiscal 2014 remained the same as those of the previous fiscal year.

18. Subsequent Events

On March 2, 2015, the Company issued a promissory note to a current shareholder for proceeds of $500,000. The promissory note bears interest at 12.0% per annum and matures the earlier of May 30, 2015 or 5 business days subsequent to the completion of the private placement (described below).

On February 13, 2015, the Company purchased all of the outstanding TEFG common shares held by minority shareholders' for a nominal value. As a result, effective February 13, 2015, TEFG became a wholly-owned subsidiary of the Company.

On or about April 13, 2015, the Company, Aumento Capital IV Corporation ("Aumento") and Aumento Subco (a wholly-owned subsidiary of Aumento) are expected to enter into a definitive Agreement pursuant to which the Company will amalgamate with Aumento Subco to form an amalgamated company, to be named Life Choices Natural Food Corp. ("LCNF"). Prior to the amalgamation and the private placement of common shares described below, the Company will implement a 1 to 4.36421 split of its existing common shares. Pursuant to the amalgamation, each of the Company's common shares on a post-share split basis will be exchanged for one Aumento common share. As a result of the amalgamation, the property of each of the Company and Aumento Subco will become the property of LCNF, and LCNF will continue to be liable for the obligations of each of the Company and Aumento Subco. LCNF will continue to carry on the business and operations of the Company as a wholly-owned subsidiary of Aumento, which will be renamed GreenSpace Brands Inc. ("GreenSpace"), and the shareholders of the Company, including the shareholders subscribing in the private placement (described below) will own approximately 96% of GreenSpace on a non-diluted basis.

As a condition to closing, the Company will complete a private placement of approximately 3,897,059 common shares at a purchase price of $1.36 per share, for gross proceeds of approximately $5.3 million. Should the private placement agent exercise its overallotment option in full an additional 584,559 common shares will be issued for gross proceeds of $795,000. Proceeds from the private placement will be used to pay for the costs of the transaction, repayment of debt, potential acquisitions and to fund ongoing working capital requirements. The private placement agent will act as agent to the Company to sell its common shares on a commercially reasonable efforts basis in connection with the private placement, and shall receive as compensation: (a) private placement broker options representing approximately 7% of the total common shares issued; (b) a broker fee equivalent to approximately 7% of total funds raised; and (c) the payment of its reasonable expenses, including certain legal fees.

18. Subsequent Events - continued

The transaction is subject to certain conditions, including but not limited to: the completion of the private placement described above, obtaining the approval of shareholders of Aumento and the Company, if necessary, no material adverse change occurring in either of the Company or Aumento until the closing, receiving all necessary regulatory and third party approvals, and the TSXV being satisfied that after completion of the transaction Aumento will meet the TSX Venture stock exchange's ("TSXV") listing requirements in order to become classified as a Tier 1 issuer in the Industrial Segment for purposes of the policies of the TSXV.

SCHEDULE "C"
PRO FORMA FINANCIAL STATEMENTS

Aumento Capital IV Corporation (To be renamed GreenSpace Brands Inc.)

Consolidated Pro Forma Statement of Financial Position

September 30, 2014

Aumento Capital IV Corporation
(To be renamed GreenSpace Brands Inc.)
Pro Forma Consolidated Statement of Financial Position
Expressed in Canadian Dollars
As at September 30, 2014
(Unaudited)

	Aumento (Unaudited)	Life Choices (Unaudited)	Pro forma adjustments (Unaudited)	Notes	Pro forma consolidated (Unaudited)
Assets					
Current assets:					
Cash and cash equivalents	$ 411,585	$ (292,692)	$ 5,300,000	4(a)	**$ 5,450,893**
			(468,000)	4(a)	
			500,000	4(d)	
HST receivable	–	39,371	–		**39,371**
Accounts receivable	–	698,134	–		**698,134**
Prepaid expenses and deposits	–	86,411	–		**86,411**
Inventory	–	585,422	–		**585,422**
	$ 411,585	**$ 1,116,646**	**$ 5,332,000**		**$ 6,860,231**
Liabilities					
Current liabilities:					
Accounts payable and accrued liabilities	$ 8,738	$ 1,190,119	$ –		**$ 1,198,857**
Due to related party	–	71,842	–		**71,842**
Promissory note due to related party	–	–	500,000	4(d)	**500,000**
Loan payable - current	–	29,717	–		**29,717**
	8,738	**1,291,678**	–		**1,800,416**
Loan payable – non-current	–	117,516	–		**117,516**
Shareholders' equity (deficit):					
Share capital	634,102	3,616,968	5,300,000	4(a)	**9,353,764**
			(468,000)	4(a)	
			(634,102)	3,4(c)	
			1,094,324	3,4(c)	
			(189,528)	4(b)	
Contributed surplus	98,592	–	(98,592)	3, 4(c)	**179,012**
			46,508	3	
			26,220	3	
			189,528	4(b)	
			(83,244)	4(e)	
Accumulated deficit	(329,847)	(3,826,272)	329,847	3,4(f)	**(4,590,477)**
			(764,205)	3	
Non-controlling interest in subsidiary	–	(83,244)	83,244	4(e)	**–**
	402,847	**(292,548)**	**4,832,000**		**4,942,299**
	$ 411,585	**$ 1,116,646**	**$ 5,332,000**		**$ 6,860,231**

See accompanying notes to the pro forma consolidated statement of financial position

1. Basis of Presentation

Aumento Capital IV Corporation (the "**Corporation**" or "**Aumento**") was incorporated under the *Business Corporations Act* (Ontario) on June 11, 2013. It is classified as a "Capital Pool Company" for purposes of the policies of the TSX Venture Exchange ("**TSXV**") and its common shares were listed for trading on the TSXV on September 16, 2013. The Corporation's current business has been restricted to the identification and evaluation of potential acquisition or interests that could lead to the completion of its qualifying transaction in accordance with the TSXV Policy ("**Qualifying Transaction**"). Until completion of a Qualifying Transaction, the Corporation has not and will not carry on any business other than the identification and evaluation of businesses or assets with a view to completing a potential Qualifying Transaction.

The accompanying unaudited pro forma consolidated financial statements have been prepared by the management of Life Choices Natural Food Corp. ("**Life Choices**") for inclusion in the Aumento and Life Choices filing statement dated April 13, 2015 in connection with the Qualifying Transaction under which Aumento will acquire 100% of the issued and outstanding common shares in Life Choices (the "**Transaction**"). The unaudited pro forma consolidated statement of financial position has been prepared assuming the transaction has occurred September 30, 2014.

The unaudited pro forma consolidated financial statements have been prepared in accordance with Aumento's and Life Choices' accounting policies as disclosed in the un-audited financial statements of Aumento for the period ended September 30, 2014 and the audited financial statements of Life Choices for the year-ended March 31, 2014.

The unaudited pro forma consolidated financial statements have been compiled from information derived from and should be read in conjunction with the following financial statements, which are prepared in accordance with International Financial Reporting Standards ("**IFRS**"), as issued by the International Accounting Standards Board, and included elsewhere in the Filing Statement:

1. An unaudited condensed interim statement of financial position at September 30, 2014 of Aumento and combining;

2. The unaudited consolidated statement of financial position at December 31, 2014 of Life Choices.

It is management's opinion that the unaudited pro forma consolidated financial statements include all the adjustments necessary for the fair presentation of the Transaction as described in Notes 3 and 4. The unaudited pro forma consolidated financial statements are not intended to reflect the financial position of Aumento or Life Choices, which would have actually resulted, had the transaction been effective on the date indicated. Actual amounts recorded upon consummation of the transaction could materially differ from those recorded in the unaudited pro forma consolidated financial statements.

2. The Transaction

On April 13, 2015, Aumento, a wholly-owned subsidiary of Aumento ("**Aumento Subco**") and Life Choices entered into the definitive agreement (the "**Definitive Agreement**"). Pursuant to the terms of the Definitive Agreement, Life Choices will amalgamate with Aumento Subco to form an amalgamated company, to be named Life Choices Natural Food Corp. Prior to the amalgamation and a private placement, Life Choices will implement a 1 to 4.364521 split of its existing common shares ("**Share Split**") and Aumento will complete a 2 to 1 share consolidation of its existing common shares ("**Share Consolidation**"). Pursuant to the amalgamation, each Life Choices Share on a post-Share Split basis will be exchanged for one Aumento common share. As a result of the amalgamation, the property of each of Life Choices and Aumento Subco will become the property of Amalco, and Amalco will continue to be liable for the obligations of each of Life Choices and Aumento Subco. Amalco will continue to carry on the business and operations of Life Choices as a wholly-owned subsidiary of Aumento. The business combination will constitute a "Reverse Takeover" of Aumento and the Qualifying Transaction of Aumento under TSXV Policies.

As a condition to the closing of the Transaction, Life Choices will complete a private placement of a minimum 3,897,059 Life Choices common shares at a purchase price of $1.36 per common share, for minimum gross proceeds of approximately $5.3 million.

3. Reverse Take Over

The Transaction has been accounted for in accordance with IFRS 2, Share Based-Payments. The Transaction is considered to be a reverse takeover of Aumento by Life Choices. A reverse takeover transaction involving a non-public operating entity and a non-operating public company is in substance a share-based payment transaction, rather than a business combination. The Transaction is equivalent to the issuance of common shares by the non-public operating entity, Life Choices, for the net assets and the listing status of the non-operating public company, Aumento. The fair value of the common shares issued was determined based on the fair value of the common shares issued by Life Choices.

Expressed in Canadian Dollars

3. Reverse Take Over - continued

Share capital, contributed surplus and the accumulated deficit of Aumento are eliminated.

Based on the condensed interim financial statement of financial position of Aumento at September 30, 2014, the net assets acquired at estimated fair values that result in a transaction expense recorded to opening accumulated deficit in the pro forma consolidated statement of financial position is as follows:

	Fair Value
Cash	$ 411,585
Accounts Payable	(8,738)
	$ 402,847

Consideration	**Shares**	**Options**	**Fair Value**
Fair value ($1.36 per share) of common shares of Aumento to existing shareholders (1)	804,650		$ 1,094,324
Fair value of stock options outstanding in Aumento (2)		80,464	46,508
Fair value of agent stock options outstanding in Aumento (3)		50,715	26,220
			1,167,052
		Transaction expense	**$ 764,205**

Expressed in Canadian Dollars

3. Reverse Take Over - continued

(1) At September 30, 2014, Aumento had 1,609,300 common shares outstanding. On a post-Share Consolidation basis (Note 2), Aumento will have 804,650 common shares outstanding.

(2) Summary of Option Pricing Model for Stock Options outstanding in Aumento

Share price	$1.36
Dividend yield	-
Exercise price	$1.20
Interest rate	1.13%
Maturity (yrs)	1.0
Volatility	100%
Option value	**$0.578**

At September 30, 2014, Aumento had 160,929 stock options outstanding at an exercise price of $0.60 per common share. On a post-Share Consolidation basis (Note 2), Aumento will have 80,464 stock options outstanding at an exercise price of $1.20 per common share.

(3) Summary of Option Pricing Model for Agent Stock Options outstanding in Aumento

Share price	$1.36
Dividend yield	-
Exercise price	$1.20
Interest rate	1.13%
Maturity (yrs)	0.75
Volatility	100%
Option value	**$0.517**

At September 30, 2014, Aumento had 101,430 stock options outstanding at an exercise price of $0.60 per common share. On a post-Share Consolidation basis (Note 2), Aumento will have 50,715 stock options outstanding at an exercise price of $1.20 per common share.

The summaries above are provisional and are based on management estimates and certain assumptions with respect to the fair value of assets and liabilities at the transaction date. Life Choices will continue to review the fair value of the assets and liabilities including information related to the acquisition and perform further analysis prior to finalizing the purchase price allocation. The actual fair value of the assets and liabilities, once finalized, may differ materially from the amounts disclosed above, specifically, in relation to the fair value of common shares of Aumento.

Expressed in Canadian Dollars

4. Pro Forma Assumption and Adjustments

The following assumptions and pro forma adjustments have been made for the purpose of the unaudited pro forma consolidated statement of financial position as at September 30, 2014:

(a) Concurrently with the Transaction, Life Choices intends to complete a private placement of a minimum of 3,897,059 common shares for minimum gross proceeds of $5,300,000. The agent of the private placement will receive cash compensation of approximately $360,500, and additional closing costs of approximately $107,500.

(b) The agent of the private placement will receive approximately 265,074 broker options to acquire common shares at an exercise price of $1.36 per share for a period of 24 months. The broker options have been valued at $189,528 using the Black-Scholes option pricing model with the following assumptions:

Share price	$1.36
Dividend yield	-
Exercise price	$1.36
Interest rate	1.13%
Maturity (yrs)	2
Volatility	100%
Option value	**$0.715**

(c) Aumento will issue 14,705,885 Aumento common shares in exchange for Life Choices common shares not issued as part of the private placement and 3,897,059 Aumento common shares in exchange for Life Choices common shares issued as part of the private placement to acquire 100% of the issued and outstanding common shares of Life Choices.

(d) On March 2, 2015, the Company issued a promissory note to a current shareholder for proceeds of $500,000. The promissory note bears interest at 12.0% per annum and matures the earlier of May 30, 2015 or 5 business days subsequent to the completion of the private placement (described above).

(e) On February 13, 2015, the Company purchased all of the outstanding TEFG common shares held by minority shareholders' for a nominal value. As a result, effective February 13, 2015, TEFG became a wholly-owned subsidiary of the Company.

(f) The pro forma effective income tax rate applicable to the operations will be approximately 26.50%.

Expressed in Canadian Dollars

5. Pro Forma Share Capital

	Notes	Number of Shares		Amount
Life Choices common shares issued and outstanding at December 31, 2014, immediately prior to the Transaction		3,369,415	$	3,616,968
Aumento common shares issued and outstanding at September 30, 2014		1,609,300	$	634,102
Aumento Share Consolidation	2	(804,650)		-
Adjustment for Transaction	3,4(c)	(3,369,415)		(634,102)
Common shares issued to Life Choice shareholders in connection with the Transaction	4(c)	14,705,885		-
Acquisition of Aumento at fair value	3,4(c)	-		1,094,324
Common shares issued in connection with private placement	4(a)	3,897,059		5,300,000
Common share issue costs related to private placement	4(a)	-		(468,000)
Agent options issued in connection with private placement	4(b)	-		(189,528)
		19,407,594	$	9,353,764