

# REVIV3 PROCARE CO

## FORM 10-K (Annual Report)

Filed 08/21/23 for the Period Ending 05/31/23

|             |  |
|-------------|--|
| Address     | 901 S. FREMONT AVE.<br>UNIT 158<br>ALHAMBRA, CA, 91803   |
| Telephone   | 888-638-8883   |
| CIK         | 0001718500   |
| Symbol      | RVIV   |
| SIC Code    | 2844 - Perfumes, Cosmetics and Other Toilet Preparations |
| Industry    | Personal Products  |
| Sector      | Consumer Non-Cyclicals                                   |
| Fiscal Year | 05/31  |

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D. C. 20549

**FORM 10-K**

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE FISCAL YEAR ENDED MAY 31, 2023

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE TRANSITION PERIOD FROM TO

Commission file number: 000-56351

**REVIV3 PROCARE COMPANY**

*(Exact name of registrant as specified in its charter)*

**Delaware**

*(State or other jurisdiction of incorporation or organization)*

**47-4125218**

*(I.R.S. Employer Identification No.)*

**901 S Fremont Avenue, Unit 158,  
Alhambra, CA**

*(Address of Principal Executive Offices)*

**91803**

*(Zip Code)*

**(888) 638-8883**

*(Registrant's telephone number including area code)*

Securities registered pursuant to Section 12(b) of the Act:

| <b>Title of each class</b> | <b>Trading symbol(s)</b> | <b>Name of each exchange on which registered</b> |
|----------------------------|--------------------------|--|
| None                       | N/A                      | N/A  |

Securities registered pursuant to section 12(g) of the Act: Common stock, par value \$0.0001 per share

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

YES  NO

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act:

YES  NO

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES  NO

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). YES  NO

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

|                         |                                     |                           |                                     |
|-------------------------|-------------------------------------|---------------------------|-------------------------------------|
| Large accelerated filer | <input type="checkbox"/>            | Accelerated filer         | <input type="checkbox"/>            |
| Non-accelerated Filer   | <input checked="" type="checkbox"/> | Smaller reporting company | <input checked="" type="checkbox"/> |
|                         |                                     | Emerging growth company   | <input type="checkbox"/>            |

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant has filed a report on and attestation to its management’s assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant’s executive officers during the relevant recovery period pursuant to § 240.10D-1(b).

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). YES  NO

As of November 30, 2022 the last business day of the registrant’s most recently completed second fiscal quarter, the aggregate market value of the voting and non-voting common equity held by non-affiliates was \$5,037,204.13. For purposes of this computation, all officers, directors and 10% beneficial owners of the registrant are deemed to be affiliates. Such determination should not be deemed to be an admission that such officers, directors or 10% beneficial owners are, in fact, affiliates of the registrant.

Indicate the number of shares outstanding of each of the registrant’s classes of common stock, as of the latest practicable date.

| Title of Class | Shares Outstanding |
|----------------|--------------------|
|                | August 17, 2023    |
| Common Stock   | 117,076,949        |

Documents incorporated by reference: None

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### Cautionary Note Regarding Forward-Looking Information

This Annual Report on Form 10-K, in particular Part II Item 7 “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” contains certain “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). These forward-looking statements represent our expectations, beliefs, intentions or strategies concerning future events, including, but not limited to, any statements regarding our assumptions about financial performance; the continuation of historical trends; the sufficiency of our cash balances for future liquidity and capital resource needs; the expected impact of changes in accounting policies on our results of operations, financial condition or cash flows; anticipated problems and our plans for future operations; and the economy in general or the future of the beauty and hair care industry and the hearing protection and ear bud business, all of which were subject to various risks and uncertainties.

There are a number of factors that could cause our actual results to differ from those indicated in the forward-looking statements, many of which are outside of our control. They include: the impact of unstable market and general economic conditions on our business, financial condition and stock price, including inflationary cost pressures, decreased discretionary consumer spending, supply chain disruptions and constraints, labor shortages, ongoing economic disruption, including the effects of the Ukraine-Russia conflict, and other downturns in the business cycle or the economy; our financial performance and liquidity, including our ability to successfully generate sufficient revenue to support our operations; our ability to repay our outstanding loans; risks related to our operations and international markets, such as fluctuations in currency exchange rates, different regulatory environments, trade barriers and sanctions, exchange controls, and social and political instability; changes in the regulatory environment in which we operate, including environmental, health and safety regulations, including those related to climate change; our ability to protect and defend our intellectual property; continuity and security of information technology infrastructure and the potential impact of cybersecurity breaches or disruptions to our management information systems; competition; our ability to retain our management and employees and the potential impact of ongoing labor shortages; demands on management resources; availability and cost of the raw materials we use to manufacture our products, including the impacts of inflationary cost pressures and ongoing supply chain disruptions and constraints, which have been, and may continue to be, exacerbated by the Russia-Ukraine conflict; additional tax expenses or exposures; product liability claims; the potential outcome of any legal or regulatory proceedings; integrating acquisitions and achieving the expected savings and synergies, including our recent acquisition of hearing protection and ear bud businesses; global or regional catastrophic events, including the effects of natural disasters, which may be worsened by the impact of climate change; demand for and market acceptance of our products, as well as our ability to successfully anticipate consumer trends; business divestitures; labor relations; the potential impact of environmental, social and governance matters; and implementation of environmental remediation matters.

When used in this Annual Report on Form 10-K and other reports, statements, and information we have filed with the Securities and Exchange Commission (“SEC”), in our press releases, presentations to securities analysts or investors, in oral statements made by or with the approval of an executive officer, the words or phrases “believes,” “may,” “will,” “expect,” “should,” “could,” “would,” “continue,” “anticipate,” “intend,” “likely,” “estimate,” “project,” “plan,” “design,” “potential” or similar expressions and variations thereof are intended to identify such forward-looking statements. However, any statements contained in this Annual Report on Form 10-K that are not statements of historical fact may be deemed to be forward-looking statements. Furthermore, such forward-looking statements speak only as of the date of this Annual Report on Form 10-K. We caution that these statements by their nature involve risks and uncertainties, certain of which are beyond our control, and actual results may differ materially depending on a variety of important factors. These forward-looking statements are not guarantees of our future performance and involve risks, uncertainties, estimates and assumptions that are difficult to predict.

We do not assume the obligation to update any forward-looking statement, except as required by applicable law. You should carefully evaluate such statements in light of factors described in this annual report. In this Annual Report on Form 10-K, Reviv3 Procure Company (“Reviv3 Procure,” the “Company,” “we,” “us,” and “our”) has identified material factors that could cause actual results to differ from expected or historic results. You should understand that it is not possible to predict or identify all such factors. Consequently, you should not consider any such list to be a complete list of all potential risks or uncertainties.

## PART I

### ITEM 1. DESCRIPTION OF BUSINESS.

#### General

Reviv3 is engaged in the manufacturing, marketing, sale and distribution of high-tech, innovative hearing and audio enhancement and protection products that provide cutting-edge solutions for people with varied applications across many industries and professional quality hair and skin care products under various trademarks and brands. The Company is not, and has not been at any time, a shell company. On June 16, 2022 we completed the acquisition of substantially all of the assets of Axil & Associated Brands Corp. (“AXIL”), a leader in hearing and audio enhancement and protection. We operate on a fiscal year ending May 31.

#### Our Segments

Following the AXIL acquisition, we conduct our business through two operating segments: hearing enhancement and protection, and hair care and skin care. See Note 15 to our Consolidated Financial Statements in this report for financial information for these segments. We concentrate on attracting new customers and retaining existing customers to increase our total revenue. For the fiscal year ended May 31, 2023, the hearing protection and enhancement segment and the hair care and skin care segment accounted for 93.0% and 7.0% of our revenue, respectively.

#### Our Strategy

The Company’s overall business strategy is to establish market awareness of our products through our direct-to-consumer campaigns. We believe the increase in awareness will allow the Company to increase distribution and gain customers through our distribution partners’ retail establishments, with the goal of helping us achieve growth in market share and diversify our sales channels.

#### *Hearing Enhancement and Protection Segment*

Following the June 16, 2022 AXIL acquisition and under the AXIL and related brands, we create high-tech, innovative hearing and audio enhancement and protection products to provide cutting-edge solutions for people with varied applications across many industries, including ear plugs, ear muffs and ear buds. Following the acquisition, the Company shifted its primary business focus to the sale of our premium audio enhancement and protection products sold under the AXIL brand. The Company designs, innovates, engineers, manufactures, markets and services specialized systems in hearing enhancement, hearing protection, wireless audio, and communication. We distribute our products through direct-to-consumer eCommerce channels and local, regional, and national retail chains. We serve the sporting goods market, military, federal agents, law enforcement, tactical, fitness, outdoor, industrial, sporting, and stadium events. We focus primarily on the U.S. markets, followed by Canada, Europe, Australia, New Zealand, and Africa.

Currently, through our hearing protection and enhancement segment we produce 22 products with 32 different stock keeping unit (“SKUs”) and have plans to continue expanding the product lines. The product line includes ear buds, ear muffs, ear plugs, outdoor speakers and ear care items. Some of the products incorporate Bluetooth technology that we continually developed to enhance the hearing experience while protecting the ears. AXIL engages product design services to align consumer preferences with the brand image, ensuring that all product lines will correlate. The majority of sales occur through direct-to-consumer via [www.goaxil.com](http://www.goaxil.com), third party platforms, dealers and distributors. Our intellectual property portfolio in this segment includes 3 active patents globally. For more information about our intellectual property see “—Intellectual Property” below.

Our products in this segment include GS Xtreme® sound enhancement and hearing protection ear buds, XCOR® True Wireless, digital ear buds with touch control, TRACKR™ Blu advanced sound enhancement, hearing protection, and Bluetooth audio earmuffs and X-PRO passive ear protection.

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Our hearing protection and enhancement segment continues to grow as it enters into new distribution and licensing agreements. Our target markets include industrial, construction, farm and agriculture, aviation, forestry, and recreational markets (such as fitness, hiking, biking, auto racing, target shooting, hunting, power sports, power tools, motorcycling, stadium and concert events).

### *Hearing Enhancement and Protection Marketing and Sales:*

AXIL is growing the business as it continues to enter into new distribution and licensing agreements. There is focus on public safety and security markets, as well as entertainment venues. AXIL's sales are primarily driven through paid advertising and growth is expected to continue. The Company continues to expand our marketing footprint in organic social, affiliate, and search engine optimization. In addition to online sales, there is opportunity to increase distribution and retail sales. As a result, the business is currently allocating resources and intends to increase the sales team depending on available capital performance and opportunities.

### *Hearing Enhancement and Protection Competition:*

The hearing enhancement and protection products are in a distinct market that overlaps between the consumer electronics and the hearing protection device sectors. We believe the global hearing protection devices market is growing due to the greater awareness of hearing loss and published statistics stating that 46% of workers in the manufacturing and industrial sector have been exposed to hazardous noises. Demand for innovative products for hearing protection is rising as consumers seek devices that are both comfortable and offer superior hearing protection.

The hearing protection and enhancement segment competes with ISOTunes, Walkers, Surefire, SordinAB and others. Many of our competitors in this market have more broadly diversified product lines, well established supply and distribution systems, loyal customer bases and significant financial, marketing, research and development, and other resources. We believe our principal competitive advantages include: brand recognition; product technology and innovation; product quality and safety; price; breadth of product lines; network of technology and content partners; access to third party retailers; sales channels, distributors, retailers and OEM partners; and patent protection.

### ***Hair Care and Skin Care Segment***

Prior to the AXIL acquisition, our business consisted solely of manufacturing, marketing, sale and distribution of professional quality hair and skin care products under various trademarks and brands and has adopted and used trademarked products for distribution throughout the U.S., Canada, Europe and Asia pursuant to the terms of 12 exclusive distribution agreements with various parties throughout our targeted markets. Our manufacturing operations are outsourced and fulfilled through our co-packers and manufacturing partners. Approximately 95% of purchased inventories and products are sourced from 3 vendors totaling approximately \$298,000 during the fiscal year ended May 31, 2023.

Currently, we produce 8 products with 16 SKUs and plan to expand our product lines over the next 12 months. Our intellectual property portfolio in this segment includes no patents and 1 trademark globally. For more information about our intellectual property see “—Intellectual Property” below.

Our hair and skin care segment is focused on expanding its business-to-business salon sales through its network of domestic and international distributors. We are also continuing our focus on direct-to-consumer marketing programs through our own e-commerce site and various third-party online platforms. In addition, we are exploring other revenue channels such as co-branding and private-label manufacturing.

### *Hair Care and Skin Care Marketing and Sales:*

Reviv3 stands for skin health and benefits of healthy scalp and hair follicles. Currently, we sell our hair and skincare products under the Reviv3 brand which includes 7 distinct products. Our Reviv3 System is a series of products which are meant to be used together or on a stand-alone basis. The hair care products consist of PREP shampoo, PRIME conditioner, and TREAT maintenance care. We also sell an introductory kit which includes all three Reviv3 System products. In addition, we have products dedicated to hair treatment and repair. Currently we have 3 products in our treatment and repair line. BOOST is designed to deliver nutrients and increase circulation to the scalp, MEND Deep Hair Repair Mask for added moisture and PROTECT, a heat protectant product to prevent damage from irons and dryers. We also have a stand-alone Thickening Spray for giving hair more volume and body.

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Reviv3 is focused on expanding its business-to-business salon sales through its network of domestic and international distributors. We are also continuing our focus on direct-to-consumer marketing programs through our own ecommerce site and various third-party online platforms. In addition, we are exploring other revenue channels such as co-branding and private-label manufacturing.

### *Hair Care and Skin Care Competition:*

The personal care product industry boasts roughly 750 companies that generate a combined annual revenue of more than \$40 billion. The 50 largest companies comprise almost 70% of the entire revenue. Still, we believe the market will bear competition from small companies able to offer specialized products or cater to particular niche markets.

Makeup, deodorant and nail products comprise 33% of health and beauty care industry revenue. Hair care products generate 25% of personal care product revenue, while creams and lotions comprise 21%. Perfumes, mouthwashes, shaving preparations and other products make up the remaining revenue for beauty skin care product revenues.

The hair care and skin care segment competes with Keranique, Zenagen, Revita and others. Many of our competitors in this market have more broadly diversified product lines, well established supply and distribution systems, loyal customer bases and significant financial, marketing, research and development and other resources. We believe our principal competitive advantages include product quality, online marketing, and a drug-free solution to thinning hair.

### **Key Customers**

For the hearing enhancement and protection segment, no customers accounted for more than 10% of our net sales in the fiscal year ended May 31, 2023. Approximately 97% of our sales was direct-to-consumer via Shopify and Amazon for the fiscal year ended May 31, 2023.

For the hair care and skin care segment, three customers accounted for 61%, 12% and 21%, respectively, of our net sales in the fiscal year ended May 31, 2023. No other individual customer accounted for 10% or more of our net sales in the fiscal year ended May 31, 2023. We expect that these three customers along with a small number of other customers will, in the aggregate, continue to account for a large portion of our hair care and skin care segment net sales in the future.

As is customary in the industry, none of our customers is under any obligation to continue purchasing products from us in the future.

### **Customer Service and Support**

Key elements of our customer service approach are listening to customers, empathizing with their concerns, responding timely to their requests, and following up with them to make sure any issues have been properly addressed. In order to ensure that sufficient quality of service is provided, we use a customer service platform that integrates all of our systems to provide complete and timely data, tracks all support tickets and conversations with customers. Our customer service manager performs regular monthly reviews of performance metrics and reviews processes.

### **Governmental Regulation**

We are subject to a variety of laws, rules and regulations in numerous jurisdictions within the U.S., Canada, Europe, Australia, New Zealand, and Africa. These laws, rules and regulations cover several diverse areas including consumer health and safety, and employee health and safety. These U.S. federal, state, and foreign laws and regulations, which in some cases can be enforced by private parties in addition to government entities, are constantly evolving and can be subject to significant change. The compliance costs and operational burdens imposed by these laws and regulations could be significant. As a result of the often rapidly evolving changes, the application, interpretation, and enforcement of these and other laws and regulations are often uncertain and may be interpreted and applied inconsistently from jurisdiction to jurisdiction and inconsistently with our current policies and practices. We are committed to conducting our business in accordance with applicable laws, rules and regulations.

*Environmental Matters:* We believe that we are in compliance with applicable foreign, federal, state, and local laws, rules and regulations relating to the protection of the environment, and that continued compliance will not have any material effect on our capital expenditures, earnings, or competitive position.



## **Intellectual Property**

We intend to protect our technology by filing patent applications for the technologies that we consider important to our business. We also rely on trademarks, trade secrets, copyrights and unpatented know-how to protect our proprietary rights.

We believe our intellectual property has value, and we have taken in the past, and will take in the future, actions we deem appropriate to protect such property from misappropriation. There can be no assurance, however, that such actions will provide meaningful protection from competition. In the absence of intellectual property protection, we may be vulnerable to competitors who attempt to copy or imitate our products or processes.

While we believe that our patents and other proprietary rights are important to our business, we also believe that, due to the rapid pace of technological change in the markets we serve, the successful manufacture and sale of our products also depends upon our engineering, manufacturing, marketing and servicing skills.

It is our practice to require that all of our employees and third-party product development consultants assign to us all rights to inventions or other discoveries relating to our business that were made while working for us. In addition, all employees and third-party product development consultants agree not to disclose any private or confidential information relating to our technology, trade secrets or intellectual property.

At May 31, 2023, we held 3 active U.S. patents and had 2 pending U.S. patent applications covering various aspects of our technology. Our U.S. patents expire at various times beginning in 2035 and extending through 2038. During the fiscal year ended May 31, 2023, no U.S. patents were issued and no U.S. patents expired. We do not anticipate any expiration of any of our patents in the future years will have a material impact on our business.

We have 3 federally registered trademarks for which we consider to be of material importance to our business. The registrations for these trademarks are in good standing with the U.S. Patent & Trademark Office. Our trademark registrations must be renewed at various times, and we intend to renew our trademarks, as necessary, for the foreseeable future.

In addition, we own reviveprocare.com and www.goaxil.com. As with phone numbers, we do not have, and cannot acquire any property rights to an Internet address. The regulation of domain names in the United States and in other countries is also subject to change. Regulatory bodies could establish additional top-level domains, appoint additional domain name registrars or modify the requirements for holding domain names. As a result, we might not be able to maintain our domain names or obtain comparable domain names, which could harm our business.

## **Seasonality**

We do not believe our business is subject to substantial seasonal fluctuations. We may experience lower sales in difficult economic scenarios, but we do not foresee the seasonality of our products to be a significant factor. In the future, seasonality trends could however have a material impact on our financial condition and results of operations, but we are not currently aware of the total impact that could affect our business.

## **Human Capital Management**

As of May 31, 2023, we had 15 employees, all of whom were employed in the United States and none employed outside the United States. None of our employees are covered by collective bargaining agreements or work councils. Our human capital resources objectives include, as applicable, identifying, recruiting, retaining, incentivizing and integrating our existing and new employees, advisors and consultants. Overall, we consider our employee relations to be good and believe our culture to be central to the success of the Company.

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***Health and Safety:*** The health and safety of our employees is of utmost importance to us. We are enhancing our safety program with additional training and internal risk and hazard assessments. We conduct policy and procedure reviews to ensure compliance with health and safety guidelines and regulatory requirements. We provide protective gear (e.g., eye protection, masks, and gloves) as required by applicable standards and as appropriate. Our goal is to achieve a level of work-related injuries as close to zero as possible through continuous investment in our safety program.

***Hiring Practices:*** We seek to recruit and hire the most qualified people for our open positions without regard to protected status (age, color, creed, disability, domestic violence victim status, gender identity, genetic predisposition or carrier status, marital status, national origin, pregnancy, race religion, sex, sexual orientation, status as a protected veteran or as a member of any other protected group or status).

***Diversity and Inclusion:*** Recognizing and respecting our employees' backgrounds and experiences, and our international presence, we strive to maintain a diverse workforce and inclusive work environment everywhere we operate.

***Compensation and Benefits:*** Our compensation and benefits program is designed to attract and reward individuals who demonstrate the ability and desire to enhance our workplace culture, support our values, drive our operational and strategic goals, and create long-term value for our stockholders.

### **Our Office and Corporate History**

Our principal executive office is located at 901 Fremont Avenue, Unit 158, Alhambra, California, 91803. Our telephone number is (888) 638-8883. Reviv3 was incorporated in the State of Delaware on May 21, 2015 as a reorganization of Reviv3 Procure, LLC, which was organized on July 31, 2013.

### **Available Information**

We file Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, proxy statements and other information with the Securities and Exchange Commission ("SEC"). Our filings with the SEC are available on the SEC's website at [www.sec.gov](http://www.sec.gov). We also maintain a website at [reviveprocare.com](http://reviveprocare.com) and [www.goaxil.com](http://www.goaxil.com). We make available, free of charge, in the Investor Relations section of our website, documents we file with or furnish to the SEC, including our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and any amendments to those reports. We make this information available as soon as reasonably practicable after we electronically file such materials with, or furnish such information to, the SEC. The information found on our website is not part of this or any other report we file with, or furnish to, the SEC. Copies of such documents are available in print at no charge to any stockholder who makes a request. Such requests should be made to our corporate secretary at our corporate headquarters, 901 Fremont Avenue, Unit 158, Alhambra, California, 91803.

### **ITEM 1A. RISK FACTORS.**

As a smaller reporting company, we are not required to provide the information required by this Item 1A.

### **ITEM 1B. UNRESOLVED STAFF COMMENTS.**

None.

**ITEM 2. PROPERTIES.**

We currently lease approximately 3,296 square feet of office and warehouse space at 901 S Fremont Avenue, Unit 158, Alhambra, CA 91803 as our principal offices. We lease our offices pursuant to a lease dated November 9, 2022. The term of our lease began on December 1, 2022 and expires on November 30, 2024. Our current monthly base rent is \$6,098. We believe these facilities are in good condition and satisfy our operational requirements. We intend to seek additional leased space, which will include some warehouse facilities, as our business grows.

AXIL leases office and warehouse space at 120 E. 13065 S. #101, Draper, Utah, 84020 of approximately 2,750 square feet. AXIL operates on a month to month lease with current monthly base rent of \$4,330. We believe AXIL's office and warehouse are in good condition and satisfy AXIL's operational requirements.

**ITEM 3. LEGAL PROCEEDINGS.**

From time to time, we may become involved in various lawsuits and legal proceedings which arise in the ordinary course of business. However, litigation is subject to inherent uncertainties and an adverse result in these or other matters may arise from time to time that may harm our business. We are currently not aware of any such pending or threatened legal proceedings or claims that we believe will have a material adverse effect on our business, financial condition or operating results. Where it is probable that we will incur a loss and the amount of the loss can be reasonably estimated, we record a liability in our financial statements. These legal accruals may be increased or decreased to reflect any relevant developments on a quarterly basis. Where a loss is not probable or the amount of the loss is not estimable, we do not record an accrual, consistent with applicable accounting guidance. In the opinion of management, while the outcome of such claims and disputes cannot be predicted with certainty, our ultimate liability in connection with these matters is not expected to have a material adverse effect on our results of operations, financial position or cash flows, and the amounts accrued for any individual matter are not material. However, legal proceedings are inherently uncertain. As a result, the outcome of a particular matter or a combination of matters may be material to our results of operations for a particular period, depending upon the size of the loss or our income for that particular period.

On November 23, 2020, the Company was served a copy of a complaint filed by Jacksonfill, LLC in the Fourth Circuit Court for Duval County, Florida. The complaint alleges breach of Agreement for non-payments for certain products against the Company. The allegations arise from alleged discrepancies discovered by the Company in the manufacturing of certain product. The Company has retained counsel, has asserted a counterclaim against Jacksonfill, LLC, and intends to vigorously defend the allegations. Other than as disclosed herein, there have been no material developments in this matter through August 12, 2023. Please see Note 11—Commitments and Contingencies to our financial statements included herein for additional information about this matter.

**ITEM 4. MINE SAFETY DISCLOSURES.**

Not applicable.

**PART II****ITEM 5. MARKET FOR REGISTRANT’S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES.**

As of May 31, 2023, the Company’s common stock was quoted on the OTCQB operated by OTC Markets Group, Inc. under the symbol “RVIV.” The trading volume for our common stock is relatively limited. An active trading market may not continue to provide adequate liquidity for our existing stockholders or for persons who may acquire our common stock in the future. No assurance can be given that an active trading market for the Company’s common stock will develop or be maintained.

The range of high and low closing bid quotations for the Company’s common stock during each quarter of the calendar years ended May 31, 2023, and 2022, is shown below, as quoted on the OTCQB. Prices are inter-dealer quotations, without retail mark-up, markdown or commissions and may not represent actual transactions.

**Stock Quotations**

| <b>Quarter Ended</b> | <b>High</b> | <b>Low</b> |
|----------------------|-------------|------------|
| August 31, 2021      | 0.5275      | 0.2001     |
| November 30, 2021    | 0.325       | 0.1011     |
| February 28, 2022    | 0.20        | 0.10       |
| May 31, 2022         | 0.30        | 0.0551     |
| August 31, 2022      | 0.30        | 0.20       |
| November 30, 2022    | 0.30        | 0.20       |
| February 28, 2023    | 0.450       | 0.271      |
| May 31, 2023         | 0.60        | 0.285      |

The future sale of the Company’s presently outstanding “unregistered” and “restricted” common stock by present members of management and persons who own more than five percent of the Company’s outstanding voting securities may have an adverse effect on the trading price of the Company’s common stock.

**Securities outstanding and holders of record**

On May 31, 2023, the total common shares issued and outstanding were 117,076,949 and we had 212 stockholders of record of our common stock.

**Dividend Policy**

We have never paid any cash dividends on our common stock and we do not expect to pay cash dividends on our common stock in the foreseeable future. Any future determination to pay dividends on our common stock will be at the discretion of our Board of Directors (the “Board”) and will depend on our financial condition, results of operations, capital requirements, applicable restrictions in our Articles of Incorporation, applicable restrictions in our Bylaws, contractual limitations, and other factors that our Board deems relevant.

## Recent Sales of Unregistered Securities

On November 1, 2022, the Company issued to a former executive officer options to purchase 300,000 shares, of which 75,000 vested and the remaining were forfeited when the former executive officer resigned on April 21, 2023. These options were issued pursuant to an exemption from the registration requirements of the Securities Act, as provided by Rule 701, Regulation D and/or Section 4(a)(2) of the Securities Act, as applicable.

## ITEM 6. [RESERVED]

## ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

*The following discussion should be read in conjunction with our financial statements and the notes thereto included in this Report beginning on page 23. The results shown herein are not necessarily indicative of the results to be expected in any future periods. This discussion contains forward-looking statements based upon current expectations that involve risks and uncertainties, such as our plans, objectives, expectations and intentions. Actual results and the timing of events could differ materially from those anticipated in these forward-looking statements as a result of a number of factors. We use words such as "anticipate," "estimate," "plan," "project," "continuing," "expect," "believe," "intend," "may," "will," "should," "could," and similar expressions to identify forward-looking statements. Please see the section entitled "Cautionary Note Regarding Forward-Looking Information" above for more information regarding the risks associated with forward-looking information.*

### Overview

We are engaged in the manufacturing, marketing, sale and distribution of high-tech, innovative hearing and audio enhancement and protection products that provide cutting-edge solutions for people with varied applications across many industries and professional quality hair and skin care products under various trademarks and brands.

On May 1, 2022, we entered into an Asset Purchase Agreement dated May 1, 2022 and amended on June 15, 2022 and September 8, 2022 with AXIL, a Delaware corporation, and a leader in hearing protection and enhancement products, for the acquisition of both the hearing protection business of AXIL consisting of ear plugs and ear muffs, and AXIL's ear bud business. These businesses constituted substantially all of the business operations of AXIL. The acquisition was completed subsequently on June 16, 2022. On September 8, 2022, the Company and AXIL entered into an amendment to the Asset Purchase Agreement which eliminated the provision in the Asset Purchase Agreement requiring the Company to effectuate a reverse stock split of our Common Stock and preferred stock pursuant to the Asset Purchase Agreement within a certain period of time.

As a result of the acquisition of AXIL's assets, the Company has two reportable segments: hair care and skin care, and hearing enhancement and protection.

Through our hearing enhancement and protection segment, we design, innovate, engineer, manufacture, market and service specialized systems in hearing enhancement, hearing protection, wireless audio, and communication. Through our hair care and skin care segment, we manufacture, market, sell, and distribute professional quality hair and skin care products.

The Company's overall business strategy is to establish market awareness of our products through our direct-to-consumer campaigns. We believe the increase in awareness will allow the Company to increase distribution and gain customers through our distribution partners' retail establishments, with the goal of helping us achieve growth in market share and diversify our sales channels.

**Results of Operations***For the fiscal years ended May 31, 2023 and 2022*

Our results of operations are summarized below.

|                               | <b>Fiscal Year<br/>Ended<br/>May 31,<br/>2023</b> | <b>Fiscal Year<br/>Ended<br/>May 31,<br/>2022</b> |
|-------------------------------|---|---|
| Net sales                     | \$ 23,521,027                                     | \$ 2,336,257                                      |
| Cost of sales                 | \$ 5,810,216                                      | \$ 828,586  |
| Gross profit                  | \$ 17,710,811                                     | \$ 1,507,671                                      |
| Total operating expenses      | \$ 15,726,600                                     | \$ 1,719,074                                      |
| Income (Loss) from operations | \$ 1,984,211                                      | \$ (211,403)                                      |
| Net income (loss) after tax   | \$ 1,824,575                                      | \$ (182,903)                                      |

Net sales increased by \$21,184,770 or 907% for the fiscal year ended May 31, 2023, as compared to the fiscal year ended May 31, 2022, primarily due to the increase in sales of the new line of AXIL products post-acquisition. The net sales increase was attributed to the AXIL segment of the business.

Cost of sales includes primarily the cost of products and freight-in costs. For the fiscal year ended May 31, 2023, the overall cost of sales increased by \$4,981,630 or 601%, as compared to the comparable period in 2022 also due to the acquisition of the AXIL business and sales of those products. Cost of sales as a percentage of net revenues for the fiscal year ended May 31, 2023 was 24.7% as compared to 35.5% for the comparable period in 2022. The overall decrease in cost of sales, as a percentage of sales, is primarily attributable to the Company's increased efficiencies in procurement and manufacturing systems, reduction in product cost, and the sales of higher margin AXIL products.

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Gross profit, as a percentage of sales, for the fiscal years ended May 31, 2023 and 2022 was 75.3% and 64.5%, respectively. The increase in gross profit, as a percentage of sales, is primarily attributable to our continued increased focus on the direct sales to consumer channels, which have higher margins, which include the AXIL product sales contribution.

Operating expenses are costs related to marketing and selling expenses, compensation and related taxes, professional and consulting fees, and general and administrative costs. Operating expenses for the fiscal years ended May 31, 2023 and 2022 were \$15,726,600 and \$1,719,074, respectively. Operating expenses as a percentage of net revenues for the fiscal year ended May 31, 2023 were 66.9% as compared to 73.6% for the comparable period in 2022. Operating expenses increased by \$14,007,526 or 814.8% due to an increase in advertising and marketing expenses by \$10,903,316 in the AXIL spend for displaying our products through various advertising platforms and the remaining \$3,104,210 of other business operating expenses that are primarily attributed to the AXIL brand operations. Other than an increase in advertising costs, which were aimed at procuring more customers, and reduction in consulting costs, the other operating expenses also decreased for the Reviv3 products.

Income from operations for the fiscal year ended May 31, 2023 was \$1,984,211 and loss of \$211,403 for the fiscal year ended May 31, 2022. The year over year increase in income from operations of \$2,195,614 was primarily driven from the sales of the AXIL products introduced after acquisition.

Net income after tax for the fiscal year ended May 31, 2023 was \$1,824,575 and a loss of \$182,903 for the fiscal year ended May 31, 2022. The increase of \$2,007,478 for the fiscal year ended May 31, 2023 was related to the AXIL product sales and revenue growth attributable to that business.

## **Liquidity and Capital Resources**

We are currently engaged in our product sales and development. Although we earned a net income in the fiscal year ended May 31, 2023, we have incurred operating losses in the past. We currently expect to earn net income during the current fiscal year ending May 31, 2024. We believe our current cash balances, coupled with anticipated cash flow from operating activities, will be sufficient to meet our working capital requirements for at least one year from the date of issuance of the accompanying consolidated financial statements. We intend to continue to control our cash expenses as a percentage of expected revenue on an annual basis and thus may use our cash balances in the short-term to invest in revenue growth. As a result of the acquisition of AXIL's assets, we have generated and expect we will continue to generate sufficient cash for our operational needs, including any required debt payments, for at least one year from the date of issuance of the accompanying consolidated financial statements. Management is focused on growing the Company's existing product lines, introducing new products, as well as expanding its customer base, to increase its revenues. The Company cannot give assurance that it can increase its cash balances or limit its cash consumption and thus maintain sufficient cash balances for its planned operations or future acquisitions. Future business demands, including those resulting from the purchase of AXIL's assets in June 2022, may lead to cash utilization at levels greater than recently experienced. The Company cannot provide any assurance that it will be able to raise additional capital or obtain necessary financing on acceptable terms, or at all. Subject to the foregoing, management believes that the Company has sufficient capital and liquidity to fund its operations for at least one year from the date of issuance of the accompanying consolidated financial statements.

### ***Cash Flows For the Fiscal Years ended May 31, 2023 and 2022***

The following table provides detailed information about our net cash flows:

|   | <b>For the<br/>Fiscal Year<br/>Ended<br/>May 31,<br/>2023</b> | <b>For the<br/>Fiscal Year<br/>Ended<br/>May 31,<br/>2022</b> |
|---|---|---|
| <b>Cash Flows</b>                                   |   |   |
| Net cash provided by (used in) operating activities | \$ 2,918,136  | \$ (126,055)  |
| Net cash provided by investing activities           | 1,000,764   | —   |
| Net cash provided by financing activities           | 540,051   | 2,849   |
| Net increase (decrease)                             | <u>\$ 4,458,951</u>   | <u>\$ (123,206)</u>   |

## **Operating Activities**

### ***For the Fiscal Years ended May 31, 2023 and 2022***

Net cash provided by operating activities for the fiscal year ended May 31, 2023 was \$2,918,136, attributable to a net income of \$1,824,575 which was primarily driven by the AXIL acquisition and increased product revenues. The offset by non-cash items such as depreciation and amortization expense of \$95,179 due to assets and intangibles acquired on acquisition, bad debts of \$76,969 as related to the greater number of customers from the AXIL brand sales, inventory changes of \$353,985 as higher levels from the new business line, stock-based compensation of \$207,342, favorable changes in accounts payable, contract and current liabilities of \$1,235,788 and increase in non-cash gain on debt settlement of \$50,500. The net decrease in cash was increased by a net decrease in operating assets and liabilities of \$825,203 primarily due to increase in prepaid expenses, accounts receivable and decrease in customer deposits.

Net cash used in operating activities for the fiscal year ended May 31, 2022 was \$126,055, attributable to a net loss of \$182,903 offset by non-cash items such as depreciation expense of \$7,871, bad debts of \$6,941, inventory write-off of \$71,481, stock-based compensation of \$21,967 and increase in non-cash gain on debt settlement of \$35,000. The net loss was increased by a net decrease in operating assets and liabilities of \$16,411 primarily due to increase in accounts receivable and decrease in customer deposits offset by a decrease in inventory purchases.

## **Investing Activities**

### ***For the Fiscal Years ended May 31, 2023 and 2022***

The Company invested \$65,650 in the purchase of property and equipment and acquired \$1,066,414 of cash as part of the AXIL asset acquisition during the fiscal year ended May 31, 2023. The Company did not make any material investments in the purchase of property and equipment during the fiscal year ended May 31, 2022.

## **Financing Activities**

### ***For the Fiscal Years ended May 31, 2023 and 2022***

Net cash provided by financing activities for the fiscal year ended May 31, 2023 was \$540,051 primarily attributable to the cash proceeds of \$447,850 for the common stock issuance and \$132,620 advances from related party, offset by repayments of equipment financing and repayment of note payable that totaled \$40,419.

Net cash provided by financing activities for the fiscal year ended May 31, 2022 was \$2,849 primarily attributable to the cash proceeds of \$35,000 of grants received from US Small Business Administration pursuant to the Coronavirus Aid, Relief, and Economic Security Act (“CARES Act”), offset by payments to a related party of \$28,851 and repayment of equipment financing of \$3,300.

As of May 31, 2023, we had the following secured loan outstanding, administered pursuant to the CARES Act: an Economic Injury Disaster Loan (“EIDL”) in the principal amount of \$150,000. The Company continues to pay interest on the loan.

During June 2022, we made an acquisition of a business, AXIL, a leader in hearing protection and enhancement products for the acquisition of both the hearing protection business of AXIL consisting of ear plugs and ear muffs, and AXIL’s ear bud business. We purchased the business pursuant to issuances of common stock and preferred stock.

We are dependent on our product sales to fund our operations and may require additional capital in the future, such as pursuant to the sale of additional common stock or of debt securities or entering into credit agreements or other borrowing arrangements with institutions or private individuals, to maintain operations, which may not be available on favorable terms, or at all, and could require us to sell certain assets or discontinue or curtail our operations. If the current equity and credit markets deteriorate, it may make any necessary debt or equity financing more difficult, more costly and more dilutive. In addition, pursuant to a voting agreement, effective June 16, 2022, with AXIL and Intrepid Global Advisors, we are subject to certain limitations on our ability to sell our capital stock until June 2024. Our officers and directors have made no written commitments with respect to providing a source of liquidity in the form of cash advances, loans, and/or financial guarantees. We do not have any plans to seek additional financing at this time and anticipate that our existing cash equivalents and cash provided by operations will be sufficient to meet our working capital requirements. However, if the need arises for additional cash, there can be no assurance that we will be able to raise the capital we need for our operations on favorable terms, or at all. We may not be able to obtain additional capital or generate sufficient revenues to fund our operations. Failure to secure any necessary financing in a timely manner and on favorable terms could have a material adverse effect on our growth strategy, financial performance and stock price and could require us to delay or abandon our business plans. If we are unsuccessful at raising sufficient funds, for whatever reason, to fund our operations, we may be forced to cease operations. If we fail to raise funds, we expect that we will be required to seek protection from creditors under applicable bankruptcy laws.



## **Off-Balance Sheet Arrangements**

As of May 31, 2023, we do not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results or operations, liquidity, capital expenditures or capital resources that is material to investors.

## **Critical Accounting Policies**

Our discussion and analysis of our results of operations, liquidity and capital resources are based on our financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and disclosure of contingent assets and liabilities. Significant estimates made by management include, but are not limited to, the allowance for doubtful accounts, inventory valuations and classifications, the useful life of property and equipment, the valuation of lease liabilities and related right of use assets, the value of stock-based compensation, valuation of deferred tax assets, contract liability, allowance on sales returns, business combinations, segment reporting and the fair value of non-cash common stock issuances. We base our estimates on historical and anticipated results and trends and on various other assumptions that we believe are reasonable under the circumstances, including assumptions as to future events. These estimates form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. By their nature, estimates are subject to an inherent degree of uncertainty. Actual results that differ from our estimates could have a significant adverse effect on our operating results and financial position. We believe that the following significant accounting policies and assumptions may involve a higher degree of judgment and complexity than others.

### *Accounts receivable and allowance for doubtful accounts*

The Company has a policy of providing an allowance for doubtful accounts based on its best estimate of the amount of probable credit losses in its existing accounts receivable. The Company periodically reviews its accounts receivable to determine whether an allowance is necessary based on an analysis of past due accounts and other factors that may indicate that the realization of an account may be in doubt. Account balances deemed to be uncollectible are charged to bad debt expense and included in the allowance after all means of collection have been exhausted and the potential for recovery is considered remote.

### *Revenue recognition*

The Company follows Accounting Standards Codification (“ASC”) 606, Revenue From Contracts With Customers. This revenue recognition standard (new guidance) has a five step process: a) Determine whether a contract exists; b) Identify the performance obligations; c) Determine the transaction price; d) Allocate the transaction price; and e) Recognize revenue when (or as) performance obligations are satisfied.

The Company sells a variety of hair and skin care products and electronic hearing and enhancement products. The Company recognizes revenue for the agreed upon sales price when a purchase order is received from the customer and subsequently the product is shipped to the customer, which satisfies the performance obligation. Consideration paid to the customer to promote and sell the Company’s products is typically recorded as a reduction in revenues.

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The five steps for revenue recognition are as follows:

Identify the contract with a customer. The Company generally considers completion of a sales order (which requires customer acceptance of the Company's click-through terms and conditions for website sales and authorization of payment through credit card or another form of payment for sales made over the phone) or purchase orders from non-consumer customers as a customer contract provided that collection is considered probable. For payments that are not made upfront by credit card, the Company assesses customer creditworthiness based on credit checks, payment history, and/or other circumstances. For payments involving third party financier payors, the Company validates customer eligibility and reimbursement amounts prior to shipping the product.

*Identify the performance obligations in the contract.* Product performance obligations include shipment of products and related accessories and service performance obligations include extended warranty coverage.

However, as the historical redemption rate under our warranty policy has been low, the option is not accounted for as a separate performance obligation. The Company does not assess whether promised goods or services are performance obligations if they are immaterial in the context of the contract with the customer.

Determine the transaction price and allocation to performance obligations. The transaction price in the Company's customer contracts consists of both fixed and variable consideration. Fixed consideration includes amounts to be contractually billed to the customer while variable consideration includes the 30-days and 60-days right of return that applies to AXIL and Reviv3 products, respectively. To estimate product returns, the Company analyzes historical return levels, current economic trends, and changes in customer demand. Based on this information, the Company reserves a percentage of product sale revenue and accounts for the estimated impact as a reduction in the transaction price.

*Allocate the transaction price to the performance obligations in the contract.* For contracts that contain multiple performance obligations, the Company allocates the transaction price to the performance obligations on a relative standalone selling price basis.

Recognize revenue when or as the Company satisfies a performance obligation. Revenue for products is recognized at a point in time, which is generally upon shipment. Revenue for services (extended warranty) is recognized over time on a ratable basis over the warranty period.

### **ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.**

As a smaller reporting company, we are not required to provide the information required by this Item 7A.

### **ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.**

The financial statements of the Company and the related report of the Company's independent registered public accounting firm thereon have been filed under Item 15 hereof.

### **ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.**

None.

### **ITEM 9A. CONTROLS AND PROCEDURES.**

#### **Evaluation of Disclosure Controls and Procedures**

We maintain "disclosure controls and procedures," as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), that are designed to ensure that information required to be disclosed in our Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the SEC rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer ("CEO") and Principal Executive Officer, and Chief Financial Officer ("CFO") and Principal Financial and Accounting Officer, as appropriate, to allow timely decisions regarding required disclosure. We conducted an evaluation, under the supervision and with the participation of our CEO and CFO, of the effectiveness of the design and operation of our disclosure controls and procedures as of May 31, 2023. Based on this evaluation of disclosure controls and procedures as of May 31, 2023, our CEO and CFO concluded that our disclosure controls and procedures were not effective.

## **Management’s Report on Internal Control over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f) and 15(d)-15(f). Our internal control over financial reporting is a process designed to provide reasonable assurance to our management and Board regarding the reliability of financial reporting and the preparation of the financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Our management, including our CEO and CFO, assessed the effectiveness of our internal control over financial reporting as of May 31, 2023 using criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in *Internal Control-Integrated Framework* issued in 2013. Based on the assessment, our management has concluded that as of May 31, 2023, our internal control over financial reporting was not effective based on those criteria.

This annual report does not include an attestation report of our registered public accounting firm regarding internal control over financial reporting. Management’s report was not subject to attestation by our registered public accounting firm pursuant to the rules of the SEC that permit us to provide only management’s report in this annual report.

## **Remediation**

The Company plans to initiate measures to improve the effectiveness of the internal controls over financial reporting and disclosure controls and procedures. As of the filing date, we have engaged a third-party to enhance the reporting in our accounting systems, as well as increase the level of review when any non-routine accounting entry is proposed. The Company hired additional accounting personnel to oversee the financial close and reporting process. The Company plans to hire additional staff to aid in segregation of duties to continue to improve our internal controls in the coming fiscal year. We have also started to develop an internal control structure and identify key procedures for financial reporting as required by Section 404 of the Sarbanes-Oxley Act of 2002 and we are currently in the process of documenting our internal control policies and procedures. We have drafted written policies and procedures that we will commence implementing during the fiscal year ending May 31, 2024. In addition, the company intends to establish controls related to corporate governance, including a Code of Business Conduct and Ethics that applies to all of our employees, including our CEO, CFO, and Board.

## **Changes in Internal Controls**

There has been no change in our internal control over financial reporting identified in connection with the evaluation required by Rules 13a-15(d) or 15d-15(d) under the Exchange Act that occurred during the fiscal quarter ended May 31, 2023 that has materially affected or is reasonably likely to materially affect our internal control over financial reporting. Our management is currently taking corrective action to remedy the internal control weaknesses. See section entitled “Remediation” above.

## **ITEM 9B. OTHER INFORMATION.**

None.

## **ITEM 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS.**

Not applicable.

**PART III****ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE.****Directors**

Our directors are elected by the Board to a term of one year and serve until their successor is duly elected and qualified, or until the earlier of their death, resignation or removal.

The names, ages and positions of our present directors are set forth below:

| <u>NAME</u>   | <u>AGE</u> | <u>POSITION</u>                      |
|---------------|------------|--------------------------------------|
| Jeff Toghraie | 56         | Chief Executive Officer and Chairman |
| Nancy Hundt   | 55         | Director                             |

The names, ages and positions of our present officers are set forth below:

| <u>NAME</u>          | <u>AGE</u> | <u>POSITION</u>                      |
|----------------------|------------|--------------------------------------|
| Jeff Toghraie        | 56         | Chief Executive Officer and Chairman |
| Monica Diaz Brickell | 44         | Chief Financial Officer              |
| Jeff Brown           | 41         | Chief Operating Officer              |
| Donald Starace       | 69         | President                            |

**Background of executive officers and directors****Jeff Toghraie –Chief Executive Officer and Chairman of the Board of Directors**

Jeff Toghraie has been the Chairman of our Board since 2015 and our Chief Executive Officer since 2016. Mr. Toghraie is currently the Managing Director of Intrepid Global Advisors, one of our principal stockholders. Mr. Toghraie joined Intrepid Global Advisors in 2010 and is a principal of that firm. During the past 6 years, Mr. Toghraie has been involved with various privately held development stage companies as a director and/or in advisory positions. Mr. Toghraie was chosen as a director due to his experience with and knowledge of the Company and its operations, his background in working with development stage companies and his general business background.

**Jeff Brown – Chief Operating Officer**

Jeff Brown has been our Chief Operating Officer since March 2017. From 2015 to 2017, Mr. Brown held consulting positions at Polar Solar Inc., a company responsible for making commercial solar panels available to the residential market and Mind Fitness Lab, a technology company that developed and distributed mobile applications for mental health professionals. From 2012 to 2015, he was the President of RNA Pro, a company that distributed agricultural supplements. Mr. Brown holds an MBA from Pepperdine University and received his bachelor's degree from University of California, Irvine.

**Monica Diaz Brickell – Chief Financial Officer**

Monica Diaz Brickell has been our Chief Financial Officer since April 2023. From 2007 to 2022, Ms. Brickell served as International Tax Manager for Top Golf Callaway Brands Corp. Ms. Brickell holds a Master of Science in Accountancy and a Bachelor of Business Administration in Accounting from the University of Notre Dame and has an active license as a Certified Public Accountant in the State of California.

**Donald Starace – President**

Donald Starace has been our President since February 2015. Mr. Starace has over forty years of dedicated service in the beauty industry. Mr. Starace started his career in some of New York’s most prestigious salons, followed by ten years at Nioxin Research Labs and subsequently Proctor & Gamble in Sales and Education. Mr. Starace owned and operated various businesses through his career including roles in starting the Bank of New Jersey, which currently holds 10 locations, and has assets over \$865 million. He was one of the initial investors for the bank and was very influential in raising capital. He also facilitated bringing Taiff (Brazil) professional appliances to the hair industry in the U.S. and Canada. Mr. Starace most recently was appointed as a member of the Board of Adjustments for the Borough of Fort Lee, New Jersey.

**Nancy Hundt – Director**

Nancy Hundt has served as our director since May 2015. Ms. Hundt has a diverse background in the retail industry and has served as a representative of the American Board of Opticianry, an optical industry retail group. Ms. Hundt serves as a consultant and a retail sales expert, and has served over the last five years as Chief Operating Officer of Academy Optical, Inc. Ms. Hundt was chosen as a director due to her relevant experience in retail sales and general business background.

**Family Relationships**

There are no family relationships among any of our directors or executive officers.

**Involvement in Certain Legal Proceedings**

We are not aware of any pending or threatened legal proceedings in which the aforementioned individuals are involved. To the best of our knowledge, none of our directors or executive officers were involved in any legal proceedings described in Item 401(f) of Regulation S-K in the past 10 years.

**Corporate Governance**

Our Board currently consists of two directors, one of whom is female.

We do not have any standing audit, nominating or compensation committees of the Board, or committees performing similar functions. We may apply to be listed on a registered national securities exchange if our Board determines it is in the best interests of our Company and our stockholders. If we become listed on a registered national securities exchange, our Board intends to form three standing committees upon the effectiveness such listing: an audit committee, a compensation committee, and a nominating and corporate governance committee. The composition of these committees will consist of independent directors consistent with applicable exchange listing requirements and SEC rules. We will adopt written charters for each of these committees and make these available on our website consistent with applicable requirements and rules. Our Board may establish other committees as it deems necessary or appropriate from time to time.

We do not currently have a Code of Ethics applicable to our principal executive, financial or accounting officer. We believe this approach is appropriate in light of the Company’s current capital structure and level of operations. During the fiscal year ended May 31, 2023, all Board actions were taken by unanimous written consent and the Board held no formal meetings.

### **Audit Committee and Audit Committee Financial Expert**

We do not have an audit committee or an audit committee financial expert (as defined in Item 407 of Regulation S-K) serving on the Board. All current members of the Board lack sufficient financial expertise for overseeing financial reporting responsibilities. We have not yet employed an audit committee financial expert due to the inability to attract such a person.

### **Indemnification**

Our Amended and Restated Certificate of Incorporation and our Bylaws, subject to certain provisions of Delaware Law, contain provisions which require or allow us to indemnify any person against liabilities and other expenses incurred as the result of defending or administering any pending or anticipated legal issue in connection with service to us if it is determined that person acted in good faith and in a manner which he reasonably believed was in the best interest of the Company. Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to our directors, officers and controlling persons, we have been advised that in the opinion of the SEC, such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable.

### **Delinquent Section 16(a) Reports**

Section 16(a) of the Exchange Act requires our officers, directors and persons who own more than 10% of our common stock to file with the SEC initial reports of ownership and reports of changes in ownership of our common stock and other equity securities. To our knowledge, based on solely a review of the copies of such reports, all of our officers, directors, and persons who own more than 10% of our common stock complied with the filing requirements of Section 16(a) of the Exchange Act during the fiscal year ended May 31, 2023 except for Jeff Toghraie, who did not file a Form 4 with respect to one transaction, Don Frank Nathaniel Vasquez, who did not file a Form 3, Intrepid Global Advisors, Inc., who did not file a Form 4 with respect to one transaction on two different occasions, and AXIL, who did not file a Form 3 and a Form 4 with respect to one transaction on seven occasions. Additionally, as of May 31, 2023, Intrepid Global Advisors, Inc. has not filed a Form 3 that was required to be filed during the fiscal year ended May 31, 2017.

**ITEM 11. EXECUTIVE COMPENSATION.**

The following table sets forth the compensation paid by us for the last two fiscal years ended May 31, 2023, and 2022, to our named executive officers (each, an “NEO”), who for the fiscal year ended May 31, 2023 were Jeff Toghraie, our Chief Executive Officer and Chairman (Principal Executive Officer), Jeff Brown, our Chief Operating Officer, Monica Diaz Brickell, our Chief Financial Officer, and Meenu Jain, our former Chief Financial Officer.

*Summary Compensation Table*

| <b>Name and Principal Position</b>   | <b>Year</b> | <b>Salary (\$)</b> | <b>Bonus (\$)</b> | <b>Stock Awards (\$)</b> | <b>Option Awards (\$)<sup>(1)</sup></b> | <b>Non-Equity Incentive Plan Compensation (\$)</b> | <b>Nonqualified Deferred Compensation Earnings (\$)</b> | <b>All Other Compensation (\$)</b> | <b>Totals (\$)</b> |
|--------------------------------------|-------------|--------------------|-------------------|--------------------------|---|--|---|------------------------------------|--------------------|
| Jeff Toghraie                        | 2022        | —                  | —                 | —                        | 279,000                                 | —  | —   | —                                  | 279,000            |
| Chief Executive Officer and Chairman | 2023        | —                  | —                 | —                        | —                                       | —  | —   | —                                  | —                  |
| Jeff Brown                           | 2022        | 50,000             | —                 | —                        | 198,000                                 | —  | —   | —                                  | 248,000            |
| Chief Operating Officer              | 2023        | 98,000             | 35,000            | —                        | —                                       | —  | —   | —                                  | 133,000            |
| Meenu Jain <sup>(2)</sup>            | 2023        | 81,667             | —                 | —                        | 15,000                                  | —  | —   | —                                  | 96,667             |
| Former Chief Financial Officer       |             |                    |                   |                          |   |  |   |                                    |                    |
| Monica Diaz Brickell <sup>(3)</sup>  | 2023        | 17,500             | —                 | —                        | —                                       | —  | —   | —                                  | 17,500             |
| Chief Financial Officer              |             |                    |                   |                          |   |  |   |                                    |                    |

(1) The value of option awards in this table represents the fair value of such awards granted or modified during the fiscal year, as computed in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718. The assumptions used to determine the valuation of the awards are discussed in Note 10—Stockholders’ Equity to our financial statements included herein.

(2) Ms. Jain became our Chief Financial Officer on November 1, 2022 and resigned as our Chief Financial Officer on April 21, 2023.

(3) Ms. Diaz Brickell became our Chief Financial Officer on April 24, 2023.

Our Chief Executive Officer, Jeff Toghraie, and our Chief Operating Officer, Jeff Brown, did not have formal employment agreements with the Company in place as of May 31, 2023. Mr. Toghraie is entitled to an annual performance bonus, health benefits and equity awards at the discretion of the Board. Mr. Brown receives a base salary of \$98,000 per year and is entitled to annual performance bonus, paid vacation, optional health benefits and equity awards at the discretion of the Board.

Monica Diaz Brickell joined the Company as Chief Financial Officer in April 2023. Per her agreement with the Company, she receives a base salary of \$140,000 per year and is entitled to paid vacation and optional health benefits.

We did not pay any compensation to our non-employee director during the fiscal years ended May 31, 2023 and 2022.

As of May 31, 2023, we did not have any retirement, pension, or profit sharing plans for the benefit of our executive officers and directors.

*Outstanding Equity Awards at Fiscal Year-End*

The following table sets forth certain information regarding outstanding equity awards held by the named executive officers as of May 31, 2023:

| <b>Name</b>   | <b>Grant Date</b> | <b>Option Awards</b>   |  |                                   |                               |
|---------------|-------------------|--|--|-----------------------------------|-------------------------------|
|               |                   | <b>Number of securities underlying unexercised options (#) exercisable</b> | <b>Number of securities underlying unexercised options (#) unexercisable</b> | <b>Option exercise price (\$)</b> | <b>Option expiration date</b> |
| Jeff Toghraie | 5/10/22           | 1,550,000  | 1,550,000 <sup>(1)</sup>   | 0.09                              | 4/20/2032                     |
| Jeff Brown    | 5/10/22           | 1,100,000  | 1,100,000 <sup>(1)</sup>   | 0.09                              | 4/20/2032                     |
| Meenu Jain    | 11/01/22          | 75,000 <sup>(2)</sup>  | —  | 0.20                              | 11/1/2032                     |

(1) These options vest and become exercisable over time, with 25% of the options vesting on September 1, 2022 and thereafter vesting 1/24th on the 1st of every month.

(2) These options vested and become exercisable over time, with 75,000 vesting on February 1, 2023 and the remaining 225,000 options associated with this grant were forfeited on April 21, 2023 when the former executive resigned from the Company.

**ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

The following table sets forth the ownership, as of August 17, 2023, of our common stock by each person known by us to be the beneficial owner of more than five percent (5%) of our outstanding common stock, our directors, our executive officers, and our directors and executive officers as a group. The persons named have sole voting and investment power with respect to such shares, except as otherwise noted. Except as otherwise indicated below, the address of each beneficial owner is c/o Reviv3 Procure Company, 901 Fremont Avenue, Unit 158, Alhambra, California 91083.

| <u>Title of Class</u>  | <u>Name/Position</u>           | <u>Beneficial Ownership</u> | <u>Percentage of Class<sup>(1)</sup></u> |
|--|--------------------------------|-----------------------------|--|
| <i>Named Executive Officers:</i>                                     |                                |                             |  |
| Common   | Jeff Toghraie <sup>(2)</sup>   | 24,868,375 <sup>(4)</sup>   | 20.9%                                    |
| Common   | Jeff Brown                     | 1,746,595 <sup>(5)</sup>    | 1.5%                                     |
| Common   | Monica Diaz Brickell           | —                           | *  |
| Common   | Meenu Jain <sup>(3)</sup>      | 325,000 <sup>(6)</sup>      | *  |
| <i>Directors:</i>  |                                |                             |  |
| Common   | Nancy Hundt                    | 2,145,455                   | 1.8%                                     |
| <i>All Executive Officers and Directors as a group (six persons)</i> |                                |                             |  |
|  |                                | 29,659,263 <sup>(7)</sup>   | 24.6%                                    |
| <i>5% Stockholders:</i>  |                                |                             |  |
| Common   | Shircoo, Inc.                  | 11,685,000 <sup>(8)</sup>   | 9.9%                                     |
| Common   | Intrepid Global Advisors, Inc. | 22,834,000 <sup>(9)</sup>   | 19.5%                                    |
| Common   | Don Frank Nathaniel Vasquez    | 25,525,004 <sup>(10)</sup>  | 21.8%                                    |

(1) The amounts reported by each person are as of August 17, 2023, with percentages based on 117,076,949 shares issued and outstanding as of that date, except where the person has the right to receive shares within the next 60 days (as indicated in the other footnotes to this table), which would increase the number of shares owned by such person and the number of shares outstanding. “Beneficial ownership” is deemed to include shares for which a person, directly or indirectly, has or shares voting or dispositive power, whether or not they are held for the person’s benefit, and includes shares that may be acquired within 60 days, including the right to acquire shares by the exercise of options. Shares that may be acquired within 60 days by the exercise of options are referred to in the footnotes to this table as “presently exercisable options.” Unless otherwise indicated in the other footnotes to this table, each stockholder named in the table has sole voting and sole dispositive power over all of the shares shown in the table.

(2) Mr. Toghraie is also the Chairman of the Board.

(3) Ms. Jain resigned as our Chief Financial Officer on April 21, 2023.

(4) Includes (i) 2,034,375 shares of common stock underlying stock options that are presently exercisable within 60 days of August 17, 2023 and (ii) 22,834,000 shares held by Intrepid Global Advisors, Inc. (“Intrepid”) with offices at 355 S. Grand Avenue, Suite 2450, Los Angeles, CA 90071. Jeff Toghraie, our Chief Executive Officer and Chairman, is the managing director of Intrepid.

(5) Includes 1,443,750 shares of common stock underlying stock options that are presently exercisable within 60 days of August 17, 2023.

(6) Includes 75,000 shares of common stock underlying stock options that are presently exercisable.

(7) Includes 3,478,125 shares of common stock underlying stock options that are presently exercisable within 60 days of August 17, 2023.

(8) Shircoo, Inc.’s address is 2350 E. Allview Terrace, Los Angeles, CA 90068.

(9) Mr. Toghraie, our Chief Executive Officer and Chairman, is the managing director of Intrepid. Intrepid’s address is 355 S. Grand Avenue, Suite 2450, Los Angeles, CA, 90071.

(10) Mr. Vasquez’s business address is 4700 Summerville Ln., Prosper, Texas, 75078.



**Securities authorized for issuance under equity compensation plans**

The following table sets forth equity compensation plan information as of May 31, 2023:

***Equity Compensation Plan Information***

| <b>Plan category</b>  | <b>Number of securities to be issued upon exercise of outstanding options, warrants and rights<br/>(a)</b> | <b>Weighted-average exercise price of outstanding options, warrants and rights<br/>(b)</b> | <b>Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))<br/>(c)</b> |
|---|--|--|--|
| Equity compensation plans approved by security holders                          | —  | \$ —   | —  |
| <b>Equity compensation plans not approved by security holders<sup>(1)</sup></b> |  |  |  |
| <b>2022 Equity Incentive Plan</b>   | <u>5,375,000</u>   | \$ 0.09  | <u>4,625,000</u>   |
| <b>Total</b>  | <u><u>5,375,000</u></u>  | \$ 0.09  | <u><u>4,625,000</u></u>  |

(1) On March 21, 2022, the Board approved the 2022 Equity Incentive Plan (the “Plan”). The total number of shares available under the plan as of May 31, 2023 was 10,000,000 shares. The Plan provides for an annual increase on April 1 of each calendar year, beginning in 2022 and ending in 2031, subject to Board approval prior to such date. Such increase may be equal to the lesser of (i) 4% of the total number of shares of the Company’s common stock outstanding on May 31 of the immediately preceding fiscal year and (ii) such smaller number of shares as determined by the Board. The number of shares authorized for issuance under the Plan will not change unless the Board affirmatively approves an increase in the number of shares authorized for issuance prior to April 1 of the applicable year.

**2022 Equity Incentive Plan**

The Board approved the Company’s 2022 Equity Incentive Plan on March 21, 2022. Under this plan, equity-based awards may be made to employees, officers, directors, non-employee directors and consultants of the Company and its Affiliates (as defined in the plan) in the form of (i) Incentive Stock Options (to eligible employees only); (ii) Nonqualified Stock Options; (iii) Restricted Stock; (iv) Stock Awards; (v) Performance Shares; or (vi) any combination of the foregoing. The Plan will terminate upon the close of business on the day next preceding March 21, 2032, unless terminated earlier in accordance with the terms of the Plan. The Board serves as the Plan administrator and may amend or terminate the Plan without stockholder approval, subject to certain exceptions.

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The total number of shares initially authorized for issuance under the Plan was 10 million shares. The Plan provides for an annual increase on April 1 of each calendar year, beginning in 2022 and ending in 2031, subject to Board approval prior to such date. Such increase may be equal to the lesser of (i) 4% of the total number of shares of the Company's common stock outstanding on May 31 of the immediately preceding fiscal year and (ii) such smaller number of shares as determined by the Board. The number of shares authorized for issuance under the Plan will not change unless the Board affirmatively approves an increase in the number of shares authorized for issuance prior to April 1 of the applicable year. The Board has not approved an increase in the number of shares authorized for issuance under the Plan as of May 31, 2023. Shares surrendered or withheld to pay the exercise price of a stock option or to satisfy tax withholding requirements will not be added back to the number of shares available under the Plan. To the extent that any shares of common stock awarded or subject to issuance or purchase pursuant to awards under the Plan are not delivered or purchased, or are reacquired by the Company, for any reason, including a forfeiture of restricted stock or failure to earn performance shares, or the termination, expiration or cancellation of a stock option, or any other termination of an award without payment being made in the form of shares of common stock will be added to the number of shares available for awards under the Plan. The number of shares available for issuance under the Plan will be adjusted for any increase or decrease in the number of outstanding shares of common stock resulting from payment of a stock dividend on common stock, a stock split or subdivision or combination of shares of common stock, or a reorganization or reclassification of common stock, or any other change in the structure of shares of common stock, as determined by the Board. Shares available for awards under the Plan will consist of authorized and unissued shares.

Two types of options may be granted under these Plans: (1) Incentive Stock Options which may only be issued to eligible employees of the Company and are required to have the exercise price of the option not less than the fair market value of the common stock on the grant date; or in the case of an Incentive Stock Option granted to a Ten Percent Stockholder, 110% of the fair market value of the Common stock at the grant date; and (2) Non-qualified Stock Options which may be issued to participants under the Plan and which may have an exercise price less than the fair market value of the common stock on the grant date, but not less than par value of the stock.

The Board may grant or sell restricted stock to participants (i.e., shares that are subject to a subject to restrictions or limitations as to the participant's ability to sell, transfer, pledge or assign such shares) under the Plan. Except for these restrictions and any others imposed by the Board, upon the grant of restricted stock, the recipient generally will have rights of a stockholder with respect to the restricted stock. During the applicable restriction period, the recipient may not sell, exchange, transfer, pledge or otherwise dispose of the restricted stock. The Board may also grant awards of common stock to participants under the Plan, as well as awards of performance shares, which are awards for which the payout is subject to achievement of such performance objectives established by the Board. Performance shares may be settled in cash.

Each equity-based award granted under the Plan will be evidenced by an award agreement that specifies the terms of the award and such additional limitations, terms and conditions as the Board may determine, consistent with the provisions of the Plan.

Upon the occurrence of a change in control, unless otherwise provided in an award agreement: (i) all outstanding stock options will become immediately exercisable in full; (ii) all outstanding performance shares will vest in full as if the applicable performance conditions were achieved in full, subject to certain adjustments, and will be paid out as soon as practicable; and (iii) all restricted stock will immediately vest in full. The Plan defines a change in control as (i) the adoption of a plan of merger or consolidation of the Company with any other corporation or association as a result of which the holders of the voting capital stock of the Company as a group would receive less than 50% of the voting capital stock of the surviving or resulting corporation; (ii) the approval by the Board of an agreement providing for the sale or transfer (other than as security for obligations of the Company) of substantially all the assets of the Company; or (iii) in the absence of prior Board approval, the acquisition of more than 20% of the Company's voting capital stock by any person within the meaning of Rule 13d-3 under the Exchange Act (other than the Company or a person that directly or indirectly controls, is controlled by, or is under common control with, the Company).

Subject to the Plan's terms, the Board has full power and authority to determine whether, to what extent and under what circumstances any outstanding award will be terminated, canceled, forfeited or suspended. Awards to that are subject to any restriction or have not been earned or exercised in full by the recipient will be terminated and canceled if such recipient is terminated for cause, as determined by the Board in its sole discretion.

Pursuant to the Plan, on May 10, 2022, the Company issued to two executive officers non-statutory stock options to purchase, in the aggregate, up to 5,300,000 shares of its Common Stock, at an exercise price of \$0.09 per share and expiring on April 20, 2032. The options vest over time with 25% of the options vesting on September 1, 2022 and thereafter vesting 1/24<sup>th</sup> on the 1<sup>st</sup> of every month.

Pursuant to the Plan, on November 1, 2022, the Company issued non-statutory stock options to a former executive officer, to purchase, in the aggregate, up to 300,000 shares of its Common Stock, at an exercise price of \$0.20 per share and expiring on October 31, 2032. 75,000 shares vested as of January 29, 2023, and the remaining 225,000 options were forfeited in April 2023 when the executive officer left the Company.

## **ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE.**

### **Director Independence**

Because we are quoted on the OTCQB and not listed on a national securities exchange, we are currently not subject to certain corporate governance requirements that apply to exchange-listed companies. For purposes of evaluating the independence of our directors, our Board uses the rules of the SEC and Nasdaq Stock Market ("Nasdaq"). Our Board has determined that Nancy Hundt, is considered "independent" and Jeff Toghraie, Chairman of the Board of Directors, is not considered "independent" because he is employed by the Company under applicable SEC rules and regulations and the Nasdaq listing requirements and rules.

### **Related Party Transactions**

The following is a description of transactions or series of transactions since June 1, 2021, to which we were or will be a party, in which:

- the amount involved in the transaction exceeds the lesser of (i) \$120,000 or (ii) 1% of the average of our total assets at year end for the last two

completed fiscal years; and

- in which any of our executive officers, directors, director nominees or holders of 5% or more of any class of our voting capital stock, or any immediate family member of any of the foregoing, had or will have a direct or indirect material interest.

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The Company's Chief Executive Officer, Jeff Toghraie, is the managing director of Intrepid Global Advisors ("Intrepid"). Intrepid has, from time to time, provided advances to the Company for working capital purposes. At May 31, 2023, and 2022, the Company had amounts payable to Intrepid of \$124,378 and \$25,452, respectively. These advances were short-term in nature and non-interest bearing. Additionally, pursuant to a voting agreement, effective June 16, 2022 as amended effective November 7, 2022, with AXIL and Intrepid Global Advisors, we are subject to certain limitations on our ability to sell our capital stock until June 2024.

During the fiscal year ended May 31, 2023, the Company paid \$218,696 as consulting fee for product development to Weston T. Harris, a major stockholder of AXIL, and also paid \$126,097 to immediate family members of the major stockholder as compensation for services relating to packaging design and affiliate marketing.

During the fiscal year ended May 31, 2023, the Company paid \$135,484 as consulting fee for inventory management and operations consulting to an immediate family member of a major stockholder of AXIL, \$74,620 to an immediate family member of the major stockholder in commissions and a contractor fee, and \$15,928 to an immediate member of the major stockholder as compensation for services relating to travel and event coordination.

On June 16, 2022, the Company and its wholly owned subsidiary Reviv3 Acquisition Corporation completed the acquisition of both (i) the hearing protection business of AXIL, consisting of ear plugs and ear muffs, and (ii) AXIL's ear bud business pursuant to the Asset Purchase Agreement, dated May 1, 2022, as amended on June 15, 2022, by and among the Company, Reviv3 Acquisition Corporation, AXIL and certain stockholders of AXIL. One of the stockholders of AXIL is Intrepid Global Advisors, Inc. As of May 31, 2023, Intrepid Global Advisors, Inc. held no outstanding common stock of AXIL and 19.50% of the outstanding common stock of the Company.

## ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES.

### Pre-Approval Policy

The SEC requires that before our independent registered public accounting firm is engaged by us to render any auditing or permitted non-audit related service, the engagement be either (i) approved by our audit committee (or equivalent body) or (ii) entered into pursuant to pre-approval policies and procedures established by the audit committee (or equivalent body), provided that the policies and procedures are detailed as to the particular service, the audit committee (or equivalent body) is informed of each service, and such policies and procedures do not include delegation of the audit committee's (or equivalent body) responsibilities to management. Our Board pre-approves all services provided by our independent registered public accounting firm.

### Fees

All of the services provided and fees charged by our independent registered public accounting firm Salberg & Company, P.A. ("Salberg"), were pre-approved by our Board, as we do not have an audit committee. The following table shows us the fees paid to Salberg, for the fiscal years ended May 31, 2023 and 2022 were:

|                        | <b>Fiscal Year Ended<br/>May 31, 2023</b> | <b>Fiscal Year Ended<br/>May 31, 2022</b> |
|------------------------|---|---|
| Audit fees (1)         | \$ 117,100                                | \$ 49,200                                 |
| Audit related fees (2) | 700                                       | —   |
| Tax fees               | —   | —   |
| All other fees         | —   | —   |
| <b>Total</b>           | <b>\$ 117,800</b>                         | <b>\$ 49,200</b>                          |

(1) These fees relate to the audit of our annual financial statements and the review of our interim quarterly financial statements.

(2) These fees relate to audit related consulting.

**PART IV**

**ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES.**

**REVIV3 PROCARE COMPANY AND SUBSIDIARY**

**CONSOLIDATED FINANCIAL STATEMENTS**

**INDEX TO CONSOLIDATED FINANCIAL STATEMENTS**

**May 31, 2023 and 2022**

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## Report of Independent Registered Public Accounting Firm

To the Stockholders and the Board of Directors of:  
Reviv3 Procare Company.

### Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Reviv3 Procare Company and subsidiary (the “Company”) as of May 31, 2023 and 2022, the related consolidated statements of operations, changes in stockholders’ equity and cash flows for each of the two years in the period ended May 31, 2023, and the related notes (collectively referred to as the “consolidated financial statements”). In our opinion, the consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as of May 31, 2023 and 2022, and the consolidated results of its operations and its cash flows for each of the two years in the period ended May 31, 2023, in conformity with accounting principles generally accepted in the United States of America.

### Basis for Opinion

These consolidated financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (“PCAOB”) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

### Critical Audit Matters

The critical audit matters communicated below are matters arising from the current period audit of the consolidated financial statements that were communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the consolidated financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

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*Business Combinations:*

As described in footnote 2 Basis of Presentation and Summary of Significant Accounting Policies “Business Combinations” and in footnote 13 “Business Combinations”, to the consolidated financial statements, the Company closed on a business acquisition in fiscal 2023. The determination of fair values for assets acquired and liabilities assumed and fair value of portions of purchase consideration requires management to make significant estimates and assumptions such as those related to forecasts of future revenues, operating margins, discount rates and equity values. Changes in these assumptions could have a significant impact on the fair values.

We identified business combinations as a critical audit matter. Auditing management’s judgments regarding the above estimates involved a high degree of subjectivity.

The primary procedures we performed to address this critical audit matter included (a) evaluated management’s process for developing its estimates, (b) evaluated if the valuation method used by management was appropriate, (c) evaluated the reasonableness of management’s forecasts by comparing them to historical information, year to date current information and/or other supporting contracts or information, (d) assessed the reasonableness of the discount rates used by evaluating each component, (e) evaluated other estimates such as the equity value portions of purchase consideration, and (f) recomputed the valuation estimates. We agreed with management’s valuations.

/s/ Salberg & Company, P.A.

SALBERG & COMPANY, P.A.

We have served as the Company’s auditor since 2017.

Boca Raton, Florida

August 21, 2023

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**REVIV3 PROCARE COMPANY AND SUBSIDIARY  
CONSOLIDATED BALANCE SHEETS**

|  | <b>For the Fiscal Years Ended</b> |                     |
|--|-----------------------------------|---------------------|
|  | <b>May 31, 2023</b>               | <b>May 31, 2022</b> |
| <b>ASSETS</b>  |                                   |                     |
| <b>CURRENT ASSETS:</b>   |                                   |                     |
| Cash   | \$ 4,832,682                      | \$ 373,731          |
| Accounts receivable, net   | 417,016                           | 105,921             |
| Inventory, net   | 1,311,864                         | 323,388             |
| Prepaid expenses and other current assets  | 801,360                           | —                   |
| <b>Total Current Assets</b>  | <b>7,362,922</b>                  | <b>803,040</b>      |
| <b>OTHER ASSETS:</b>   |                                   |                     |
| Property and equipment, net  | 157,463                           | 29,145              |
| Intangible assets, net   | 382,674                           | —                   |
| Right of use asset   | 101,845                           | 45,453              |
| Other assets   | 12,195                            | 16,277              |
| Goodwill   | 2,152,215                         | —                   |
| <b>Total Other Assets</b>  | <b>2,806,392</b>                  | <b>90,875</b>       |
| <b>TOTAL ASSETS</b>  | <b>\$ 10,169,314</b>              | <b>\$ 893,915</b>   |
| <b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>  |                                   |                     |
| <b>CURRENT LIABILITIES:</b>  |                                   |                     |
| Accounts payable   | \$ 908,606                        | \$ 458,263          |
| Customer deposits  | 183,688                           | 16,522              |
| Equipment payable, current   | 2,200                             | 3,300               |
| Contract liabilities, current  | 827,106                           | —                   |
| Notes payable  | 172,588                           | 156,300             |
| Due to related party   | 158,072                           | 25,452              |
| Lease Liability, current   | 65,824                            | 47,166              |
| Income Tax Liability   | 230,913                           | —                   |
| Other current liabilities  | 305,664                           | —                   |
| <b>Total Current Liabilities</b>   | <b>2,854,661</b>                  | <b>707,003</b>      |
| <b>LONG TERM LIABILITIES:</b>  |                                   |                     |
| Equipment payable  | —                                 | 2,200               |
| Lease liability, long term   | 36,752                            | —                   |
| Contract liabilities, long term  | 605,942                           | —                   |
| <b>Total Long Term Liabilities</b>   | <b>642,694</b>                    | <b>2,200</b>        |
| <b>Total Liabilities</b>   | <b>3,497,355</b>                  | <b>709,203</b>      |
| Commitments and contingencies (see Note 11)  | —                                 | —                   |
| <b>STOCKHOLDERS' EQUITY:</b>   |                                   |                     |
| Preferred stock, \$0.0001 par value; 300,000,000 shares authorized; 250,000,000 and no shares issued and outstanding as of May 31, 2023 and May 31, 2022, respectively       | 25,000                            | —                   |
| Common stock, \$0.0001 par value: 450,000,000 shares authorized; 117,076,949 and 41,945,881 shares issued, and outstanding as of May 31, 2023 and May 31, 2022, respectively | 11,708                            | 4,195               |
| Additional paid-in capital   | 10,102,243                        | 5,472,084           |
| Accumulated deficit  | (3,466,992)                       | (5,291,567)         |
| <b>Total Stockholders' Equity</b>  | <b>6,671,959</b>                  | <b>184,712</b>      |
| <b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>  | <b>\$ 10,169,314</b>              | <b>\$ 893,915</b>   |



See accompanying notes to these consolidated financial statements.

**REVIV3 PROCARE COMPANY AND SUBSIDIARY  
CONSOLIDATED STATEMENTS OF OPERATIONS**

|  | <b>For the Fiscal Years Ended</b> |                         |
|--|-----------------------------------|-------------------------|
|  | <b>May 31,<br/>2023</b>           | <b>May 31,<br/>2022</b> |
| Sales, net   | \$ 23,521,027                     | \$ 2,336,257            |
| Cost of sales  | <u>5,810,216</u>                  | <u>828,586</u>          |
| Gross profit   | <u>17,710,811</u>                 | <u>1,507,671</u>        |
| <b>OPERATING EXPENSES:</b>                             |                                   |                         |
| Marketing and selling expenses                         | 11,675,206                        | 1,199,305               |
| Compensation and related taxes                         | 1,347,839                         | 15,129                  |
| Professional and consulting expenses                   | 1,420,990                         | 232,774                 |
| General and administrative                             | <u>1,282,565</u>                  | <u>271,866</u>          |
| Total Operating Expenses                               | <u>15,726,600</u>                 | <u>1,719,074</u>        |
| <b>INCOME (LOSS) FROM OPERATIONS</b>                   | <u>1,984,211</u>                  | <u>(211,403)</u>        |
| <b>OTHER INCOME (EXPENSE):</b>                         |                                   |                         |
| Gain on debt settlement                                | 50,500                            | 35,000                  |
| Other income   | 16,829                            | —                       |
| Interest income  | 6,469                             | 36                      |
| Interest expense and other finance charges             | <u>(2,521)</u>                    | <u>(6,536)</u>          |
| Other Income (Expense), Net                            | <u>71,277</u>                     | <u>28,500</u>           |
| <b>INCOME (LOSS) BEFORE PROVISION FOR INCOME TAXES</b> | <u>2,055,488</u>                  | <u>(182,903)</u>        |
| Provision for income taxes                             | <u>230,913</u>                    | <u>—</u>                |
| <b>NET INCOME (LOSS)</b>                               | <u>\$ 1,824,575</u>               | <u>\$ (182,903)</u>     |
| <b>NET INCOME (LOSS) PER COMMON SHARE:</b>             |                                   |                         |
| Basic  | <u>\$ 0.02</u>                    | <u>\$ (0.00)</u>        |
| Diluted  | <u>\$ 0.01</u>                    | <u>\$ (0.00)</u>        |
| <b>WEIGHTED AVERAGE COMMON SHARES OUTSTANDING:</b>     |                                   |                         |
| Basic  | <u>112,895,411</u>                | <u>41,945,881</u>       |
| Diluted  | <u>357,385,274</u>                | <u>41,945,881</u>       |

See accompanying notes to these consolidated financial statements.

**REVIV3 PROCARE COMPANY AND SUBSIDIARY**  
**CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY**  
**FOR THE FISCAL YEARS ENDED MAY 31, 2023 AND 2022**

|   | Preferred Stock    |                  | Common Stock Issued |                  | Additional Paid-in Capital | Accumulated Deficit   | Total Stockholders' Equity |
|---|--------------------|------------------|---------------------|------------------|----------------------------|-----------------------|----------------------------|
|   | Shares             | Amount           | Shares              | Amount           |                            |                       |                            |
| Balance, May 31, 2021                             | —                  | \$ —             | 41,945,881          | \$ 4,195         | \$ 5,450,117               | \$ (5,108,664)        | \$ 345,648                 |
| Stock options expense                             | —                  | —                | —                   | —                | 21,967                     | —                     | 21,967                     |
| Net loss for the fiscal year ended May 31, 2022   | —                  | —                | —                   | —                | —                          | (182,903)             | (182,903)                  |
| Balance, May 31, 2022                             | —                  | —                | 41,945,881          | 4,195            | 5,472,084                  | (5,291,567)           | 184,712                    |
| Shares issued for acquisition of business         | 250,000,000        | 25,000           | 73,183,893          | 7,318            | 3,975,162                  | —                     | 4,007,480                  |
| Stock options expense                             | —                  | —                | —                   | —                | 207,342                    | —                     | 207,342                    |
| Shares issued for cash                            | —                  | —                | 1,947,175           | 195              | 447,655                    | —                     | 447,850                    |
| Net income for the fiscal year ended May 31, 2023 | —                  | —                | —                   | —                | —                          | 1,824,575             | 1,824,575                  |
| Balance, May 31, 2023                             | <u>250,000,000</u> | <u>\$ 25,000</u> | <u>117,076,949</u>  | <u>\$ 11,708</u> | <u>\$ 10,102,243</u>       | <u>\$ (3,466,992)</u> | <u>\$ 6,671,959</u>        |

See accompanying notes to these consolidated financial statements.

**REVIV3 PROCARE COMPANY AND SUBSIDIARY  
CONSOLIDATED STATEMENTS OF CASH FLOWS**

|  | <b>For the Fiscal Years Ended</b> |                     |
|--|-----------------------------------|---------------------|
|  | <b>May 31, 2023</b>               | <b>May 31, 2022</b> |
| <b>CASH FLOWS FROM OPERATING ACTIVITIES</b>  |                                   |                     |
| Net income (loss)  | \$ 1,824,575                      | \$ (182,903)        |
| Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities: |                                   |                     |
| Depreciation and amortization  | 95,179                            | 7,871               |
| Bad debts  | 76,969                            | 6,941               |
| Inventory obsolescence   | —                                 | 71,481              |
| Stock based compensation   | 207,342                           | 21,967              |
| Gain on debt forgiveness   | (50,500)                          | (35,000)            |
| Non cash lease expense   | —                                 | (1,713)             |
| Change in operating assets and liabilities:  |                                   |                     |
| Accounts receivable  | (160,277)                         | (21,985)            |
| Inventory  | 353,985                           | 95,983              |
| Prepaid expenses and other current assets  | (661,115)                         | 2,430               |
| Deposits   | (3,810)                           | —                   |
| Accounts payable and accrued expenses  | 215,175                           | (701)               |
| Other current liabilities  | 630,897                           | —                   |
| Customer deposits  | —                                 | (90,426)            |
| Contract liabilities   | 389,716                           | —                   |
| <b>NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES</b>   | <b>2,918,136</b>                  | <b>(126,055)</b>    |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES</b>  |                                   |                     |
| Cash acquired on business acquisition  | 1,066,414                         | —                   |
| Purchase of property and equipment   | (65,650)                          | —                   |
| <b>NET CASH PROVIDED BY INVESTING ACTIVITIES</b>   | <b>1,000,764</b>                  | <b>—</b>            |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES</b>  |                                   |                     |
| Cash raised for common stock to be issued  | 447,850                           | —                   |
| Proceeds from loan payable   | —                                 | 35,000              |
| Repayment of equipment financing   | (3,300)                           | (3,300)             |
| Repayment of note payable  | (37,119)                          | —                   |
| Advances (payments) from a related party   | 132,620                           | (28,851)            |
| <b>NET CASH PROVIDED BY FINANCING ACTIVITIES</b>   | <b>540,051</b>                    | <b>2,849</b>        |
| <b>NET INCREASE (DECREASE) IN CASH</b>   | <b>4,458,951</b>                  | <b>(123,206)</b>    |
| CASH - Beginning of year   | 373,731                           | 496,937             |
| CASH - End of year   | \$ 4,832,682                      | \$ 373,731          |
| <b>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:</b>   |                                   |                     |
| Cash paid during the period for:   |                                   |                     |
| Interest   | \$ 2,521                          | \$ 500              |
| Income taxes   | \$ —                              | \$ —                |
| <b>SUPPLEMENTAL DISCLOSURE OF NON-CASH INVESTING AND FINANCING ACTIVITIES:</b>                     |                                   |                     |
| Stock issued for business combination  | \$ 4,007,480                      | \$ —                |
| Right of use assets recognized as lease liability  | \$ 131,970                        | \$ —                |
| Tangible assets (excluding cash) acquired in business combination                                  | \$ 1,740,729                      | \$ —                |
| Intangible assets acquired in business combination   | \$ 456,945                        | \$ —                |
| Goodwill acquired in business combination  | \$ 2,152,215                      | \$ —                |
| Liabilities assumed in business combination  | \$ 1,408,823                      | \$ —                |

See accompanying notes to these consolidated financial statements.

**REVIV3 PROCARE COMPANY AND SUBSIDIARY  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
MAY 31, 2023 AND 2022**

**Note 1 – Organization**

Reviv3 Procare Company (“Reviv3”) was incorporated in the State of Delaware on May 21, 2015 as a reorganization of Reviv3 Procare, LLC which was organized on July 31, 2013. The Company has moved its corporate headquarters to 901 Fremont Avenue, Unit 158, Alhambra, California 91803. Its phone number (888) 638-8883. In March 2022, the Company incorporated a subsidiary “Reviv3 Acquisition Corporation” and in June 2022, completed the asset acquisition of the Axil & Associated Brand Corp. business (“AXIL”). The Company is now engaged in the manufacturing, marketing, sale and distribution of high-tech hearing and audio innovations that provide cutting edge solutions for consumers, with varied applications across many industries; as well as professional quality hair and skin care products. These products lines are both sold throughout the United States, Canada, Europe and Asia.

**Note 2 – Basis of Presentation and Summary of Significant Accounting Policies**

*Basis of Presentation and Principles of Consolidation*

The consolidated financial statements for the fiscal years ended May 31, 2023 and 2022 have been prepared by us in accordance with accounting principles generally accepted in the United States of America (“US GAAP”) and pursuant to the rules and regulations of the Securities and Exchange Commission (“SEC”) and include the accounts of the Company and its consolidated subsidiary. All significant intercompany accounts and transactions have been eliminated in consolidation.

*Liquidity and Capital Resources*

We are currently engaged in our product sales and development. Although we earned net income and had cash provided by operations in the fiscal year ended May 31, 2023, we had an accumulated deficit of \$3,466,992 as of May 31, 2023 and have incurred operating losses and cash used in operations in the past. We currently expect to earn net income and positive cash flows from operations during the current fiscal year ending May 31, 2024. We believe our current cash balances, coupled with anticipated cash flow from operating activities, will be sufficient to meet our working capital requirements for at least one year from the date of issuance of the accompanying consolidated financial statements. We intend to continue to control our cash expenses as a percentage of expected revenue on an annual basis and thus may use our cash balances in the short-term to invest in revenue growth. As a result of the acquisition of AXIL’s business, we have generated and expect we will continue to generate sufficient cash for our operational needs, including any required debt payments, for at least one year from the date of issuance of the accompanying consolidated financial statements. Management is focused on growing the Company’s existing product, introducing new products, as well as expanding its customer base, to increase its revenues. The Company cannot give assurance that it can increase its cash balances or limit its cash consumption and thus maintain sufficient cash balances for its planned operations or future acquisitions. Future business demands, including those resulting from the purchase of AXIL’s assets in June 2022, may lead to cash utilization at levels greater than recently experienced. The Company cannot provide any assurance that it will be able to raise additional capital or obtain necessary financing on acceptable terms, or at all. Subject to the foregoing, management believes that the Company has sufficient capital and liquidity to fund its operations for at least one year from the date of issuance of the accompanying consolidated financial statements.

**Note 2 – Basis of Presentation and Summary of Significant Accounting Policies (continued)**

*Use of estimates*

The preparation of the financial statements in conformity with accounting principles generally accepted in the U.S. requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues, expenses, and the related disclosures at the date of the financial statements and during the reporting period. Actual results could materially differ from these estimates. Significant estimates made by management include, but are not limited to, the allowance for doubtful accounts, inventory valuations and classifications, the useful life of property and equipment, the valuation of deferred tax assets, the value of stock-based compensation, contract liability, allowance on sales returns, valuation of lease liabilities and related right of use assets, fair value of securities issued for business combinations, fair value of assets acquired and liabilities assumed in business combinations and the fair value of non-cash Common Stock issuances.

*Cash and cash equivalents*

The Company considers all highly liquid debt instruments and other short-term investments with maturities of three months or less, when purchased, to be cash equivalents. The Company maintains cash and cash equivalent balances at one financial institution that is insured by the Federal Deposit Insurance Corporation.

*Accounts receivable and allowance for doubtful accounts*

Accounts receivables comprise of receivables from customers and receivables from merchant processors. The Company has a policy of providing an allowance for doubtful accounts based on its best estimate of the amount of probable credit losses in its existing accounts receivable. The Company periodically reviews its accounts receivable to determine whether an allowance is necessary based on an analysis of past due accounts and other factors that may indicate that the realization of an account may be in doubt. Account balances deemed to be uncollectible are charged to bad debt expense and included in the allowance after all means of collection have been exhausted and the potential for recovery is considered remote.

*Prepaid expenses and other current assets*

Prepaid expenses and other current assets consist primarily of cash prepayments to vendors for inventory and prepayments for trade shows and marketing events which will be utilized within a year, prepayments on credit cards and the right to recover assets (for the cost of goods sold) associated with the right of returns for products sold.

*Inventory*

The Company values inventory, consisting of finished goods and raw materials, at the lower of cost and net realizable value. Cost is determined using an average cost method. The Company reduces inventory for the diminution of value, resulting from product obsolescence, damage or other issues affecting marketability, equal to the difference between the cost of the inventory and its net realizable value. The Company evaluates its current level of inventory considering historical sales and other factors and, based on this evaluation, classifies inventory markdowns in the statement of operations as a component of cost of goods sold. These markdowns are estimates, which could vary significantly from actual requirements if future economic conditions, customer demand or competition differ from expectations. The Company continuously evaluates the levels of inventory held and any inventory held above the expected level of sales in the next twelve months, is classified as non-current inventory.

*Property and Equipment*

Property and equipment are carried at cost less accumulated depreciation. Depreciation is computed using the straight-line method over the estimated useful lives of the assets. The cost of repairs and maintenance is expensed as incurred; major replacements and improvements are capitalized. When assets are retired or disposed of, the cost and accumulated depreciation are removed, and any resulting gains or losses are included in the statement of operations.

**Note 2 – Basis of Presentation and Summary of Significant Accounting Policies (continued)**

Revenue recognition

The Company follows Accounting Standards Codification (“ASC”) 606, Revenue From Contracts With Customers. This revenue recognition standard (new guidance) has a five step process: a) Determine whether a contract exists; b) Identify the performance obligations; c) Determine the transaction price; d) Allocate the transaction price; and e) Recognize revenue when (or as) performance obligations are satisfied.

The Company sells a variety of hair and skin care products and electronic hearing and enhancement products. The Company recognizes revenue for the agreed upon sales price when a purchase order is received from the customer and subsequently the product is shipped to the customer, which satisfies the performance obligation. Consideration paid to the customer to promote and sell the Company’s products is typically recorded as a reduction in revenues.

The five steps for revenue recognition are as follows:

*Identify the contract with a customer.* The Company generally considers completion of a sales order (which requires customer acceptance of the Company’s click-through terms and conditions for website sales and authorization of payment through credit card or another form of payment for sales made over the phone) or purchase orders from non-consumer customers as a customer contract provided that collection is considered probable. For payments that are not made upfront by credit card, the Company assesses customer creditworthiness based on credit checks, payment history, and/or other circumstances. For payments involving third party financier payors, the Company validates customer eligibility and reimbursement amounts prior to shipping the product.

*Identify the performance obligations in the contract.* Product performance obligations include shipment of products and related accessories and service performance obligations include extended warranty coverage.

However, as the historical redemption rate under our warranty policy has been low, the option is not accounted for as a separate performance obligation. The Company does not assess whether promised goods or services are performance obligations if they are immaterial in the context of the contract with the customer.

Determine the transaction price and allocation to performance obligations. The transaction price in the Company’s customer contracts consists of both fixed and variable consideration. Fixed consideration includes amounts to be contractually billed to the customer while variable consideration includes the 30-days and 60-days right of return that applies to AXIL and Reviv3 products, respectively. To estimate product returns, the Company analyzes historical return levels, current economic trends, and changes in customer demand. Based on this information, the Company reserves a percentage of product sale revenue and accounts for the estimated impact as a reduction in the transaction price.

*Allocate the transaction price to the performance obligations in the contract.* For contracts that contain multiple performance obligations, the Company allocates the transaction price to the performance obligations on a relative standalone selling price basis.

*Recognize revenue when or as the Company satisfies a performance obligation.* Revenue for products is recognized at a point in time, which is generally upon shipment. Revenue for services (extended warranty) is recognized over time on a ratable basis over the warranty period.

As of May 31, 2023 and May 31, 2022, contract liabilities amounted to \$1,433,048 and \$0, respectively. Contract liabilities associated with product invoiced but not received by customers at the balance sheet date was \$0 and \$0, respectively; contract liabilities associated with unfulfilled performance obligations for warranty services offered for a period of one to three years was \$1,320,401 and \$0, respectively, and contract liabilities associated with unfulfilled performance obligations for customers’ right of return was \$112,647 and \$0, respectively. Our contract liabilities amounts are expected to be recognized over a period of one year to three years. Approximately \$827,106 is expected to be recognized in year 1, \$420,629 is expected to be recognized in year 2, and \$185,313 is expected to be recognized in year 3.

Revenue recognized, during the fiscal year ended May 31, 2023, that was included in the contract liability balance at the beginning of period (acquisition of AXIL) was \$391,204.



**Note 2 – Basis of Presentation and Summary of Significant Accounting Policies (continued)**

Cost of Sales

The primary components of cost of sales include the cost of the product and shipping fees.

Shipping and Handling Costs

The Company accounts for shipping and handling fees in accordance with ASC 606. While amounts charged to customers for shipping products are included in revenues, the related costs of shipping products to customers are classified in marketing and selling expenses as incurred. Shipping costs included in marketing and selling expense were \$1,001,261 and \$214,517 for the fiscal years ended May 31, 2023 and 2022, respectively.

Marketing, selling and advertising

Marketing, selling and advertising costs are expensed as incurred.

Customer Deposits

Customer deposits consisted of prepayments from customers to the Company. The Company will recognize the prepayments as revenue upon delivery of products in compliance with its revenue recognition policy.

Fair value measurements and fair value of financial instruments

The Company adopted ASC 820, “Fair Value Measurements and Disclosures” (“ASC 820”), for assets and liabilities measured at fair value on a recurring basis. ASC 820 establishes a common definition for fair value to be applied to existing generally accepted accounting principles that requires the use of fair value measurements, establishes a framework for measuring fair value and expands disclosure about such fair value measurements. The adoption of ASC 820 did not have an impact on the Company’s financial position or operating results, but did expand certain disclosures. ASC 820 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Additionally, ASC 820 requires the use of valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs. These inputs are prioritized below:

Level 1: Observable inputs such as quoted market prices in active markets for identical assets or liabilities

Level 2: Observable market-based inputs or unobservable inputs that are corroborated by market data

Level 3: Unobservable inputs for which there is little or no market data, which require the use of the reporting entity’s own assumptions.

The Company analyzes all financial instruments with features of both liabilities and equity under the Financial Accounting Standard Board’s (“FASB”) accounting standard for such instruments. Under this standard, financial assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

The estimated fair value of certain financial instruments, including prepaid expenses, deposits, accounts payable and accrued expenses are carried at historical cost basis, which approximates their fair values because of the short-term nature of these instruments.

**Note 2 – Basis of Presentation and Summary of Significant Accounting Policies (continued)**

***Business Combinations***

For all business combinations (whether partial, full or step acquisitions), the Company records 100% of all assets acquired and liabilities assumed of the acquired business, at their fair values.

Goodwill represents the excess purchase price over the fair value of the tangible net assets and intangible assets acquired in a business combination. Acquisition-related expenses are recognized separately from business combinations and are expensed as incurred. If the business combination provides for contingent consideration, the Company records the contingent consideration at fair value at the acquisition date. Changes in fair value of contingent consideration resulting from events after the acquisition date, such as earn-outs, are recognized as follows: (1) if the contingent consideration is classified as equity, the contingent consideration is not re-measured and its subsequent settlement is accounted for within equity, or (2) if the contingent consideration is classified as a liability, the changes in fair value and accretion costs are recognized in earnings. The increases or decreases in the fair value of contingent consideration can result from changes in anticipated revenue levels and changes in assumed discount periods and rates.

***Goodwill***

Goodwill is comprised of the purchase price of business combinations in excess of the fair value assigned at acquisition to the net tangible and identifiable intangible assets acquired. Goodwill is not amortized. The Company tests goodwill for impairment for its reporting units on an annual basis, or when events occur, or circumstances indicate the fair value of a reporting unit is below its carrying value.

The Company performs its annual goodwill impairment assessment on May 31st of each year or as impairment indicators dictate.

When evaluating the potential impairment of goodwill, management first assesses a range of qualitative factors, including but not limited to, macroeconomic conditions, industry conditions, the competitive environment, changes in the market for the Company's products and services, regulatory and political developments, entity specific factors such as strategy and changes in key personnel, and the overall financial performance for each of the Company's reporting units. If, after completing this assessment, it is determined that it is more likely than not that the fair value of a reporting unit is less than its carrying value, we then proceed to the quantitative impairment testing methodology primarily using the income approach (discounted cash flow method).

Under the quantitative method we compare the carrying value of the reporting unit, including goodwill, with its fair value, as determined by its estimated discounted cash flows. If the carrying value of a reporting unit exceeds its fair value, then the amount of impairment to be recognized is recognized as the amount by which the carrying amount exceeds the fair value.

When required, we arrive at our estimates of fair value using a discounted cash flow methodology which includes estimates of future cash flows to be generated by specifically identified assets, as well as selecting a discount rate to measure the present value of those anticipated cash flows. Estimating future cash flows requires significant judgment and includes making assumptions about projected growth rates, industry-specific factors, working capital requirements, weighted average cost of capital, and current and anticipated operating conditions. The use of different assumptions or estimates for future cash flows could produce different results.

***Income Taxes***

The Company accounts for income taxes pursuant to the provision of ASC 740-10, "Accounting for Income Taxes" ("ASC 740-10"), which requires, among other things, an asset and liability approach to calculating deferred income taxes. The asset and liability approach requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of temporary differences between the carrying amounts and the tax bases of assets and liabilities. A valuation allowance is provided to offset any net deferred tax assets for which management believes it is more likely than not that the net deferred asset will not be realized.

**Note 2 – Basis of Presentation and Summary of Significant Accounting Policies (continued)**

The Company follows the provision of ASC 740-10 related to Accounting for Uncertain Income Tax Positions. When tax returns are filed, there may be uncertainty about the merits of positions taken or the amount of the position that would be ultimately sustained. In accordance with the guidance of ASC 740-10, the benefit of a tax position is recognized in the financial statements in the period during which, based on all available evidence, management believes it is more likely than not that the position will be sustained upon examination, including the resolution of appeals or litigation processes, if any. Tax positions taken are not offset or aggregated with other positions.

Tax positions that meet the more likely than not recognition threshold are measured at the largest amount of tax benefit that is more than 50 percent likely of being realized upon settlement with the applicable taxing authority. The portion of the benefit associated with tax positions taken that exceed the amount measured as described above should be reflected as a liability for uncertain tax benefits in the accompanying consolidated balance sheet along with any associated interest and penalties that would be payable to the taxing authorities upon examination. The Company believes its tax positions are all more likely than not to be upheld upon examination. As such, the Company has not recorded a liability for uncertain tax benefits.

The Company has adopted ASC 740-10-25, “Definition of Settlement”, which provides guidance on how an entity should determine whether a tax position is effectively settled for the purpose of recognizing previously unrecognized tax benefits and provides that a tax position can be effectively settled upon the completion and examination by a taxing authority without being legally extinguished. For tax positions considered effectively settled, an entity would recognize the full amount of tax benefit, even if the tax position is not considered more likely than not to be sustained based solely on the basis of its technical merits and the statute of limitations remains open. The federal and state income tax returns of the Company are subject to examination by the IRS and state taxing authorities, generally for three years after they are filed.

Impairment of long-lived assets

The Company reviews long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of the assets may not be fully recoverable, or at least annually. The Company recognizes an impairment loss when the sum of expected undiscounted future cash flows is less than the carrying amount of the asset. The amount of impairment is measured as the difference between the asset’s estimated fair value and its book value. The Company did not record any impairment loss during the fiscal years ended May 31, 2023 and 2022.

Stock-based compensation

Stock-based compensation is accounted for based on the requirements of the Share-Based Payment Topic of ASC 718, “Compensation — Stock Compensation” (“ASC 718”), which requires recognition in the financial statements of the cost of employee and director services received in exchange for an award of equity instruments over the period the employee or director is required to perform the services in exchange for the award (presumptively, the vesting period). ASC 718 also requires measurement of the cost of employee and director services received in exchange for an award based on the grant-date fair value of the award.

For non-employee stock option based awards, the Company follows ASU 2018-7, which substantially aligns share based compensation for employees and non-employees.

Net income (loss) per share of common stock

Basic net income (loss) per share is computed by dividing the net income or loss by the weighted average number of common shares during the period. Diluted net loss per share is computed using the weighted average number of common shares and potentially dilutive securities outstanding during the period. At May 31, 2022, the Company had 5,300,000 options outstanding which were potentially dilutive securities, however they were excluded from the computation since their impact would be antidilutive.

For the fiscal year ended May 31, 2023, certain stock options were excluded from the computation of diluted common shares outstanding as they would have an anti-dilutive impact on the Company’s net income. The following table presents a reconciliation of basic and diluted net income per common share:

**Note 2 – Basis of Presentation and Summary of Significant Accounting Policies (continued)**

|                                  | <b>For the Fiscal Year<br/>Ended<br/>May 31, 2023</b> |
|----------------------------------|---|
| Net income                       | \$ 1,824,575  |
| Weighted average basic shares    | 112,895,411   |
| Dilutive securities:             |   |
| Convertible preferred stock      | 239,041,096   |
| Stock options                    | 5,448,767   |
| Weighted average dilutive shares | 357,385,274   |
| Earnings (loss) per share:       |   |
| Basic                            | \$ 0.02   |
| Diluted                          | \$ 0.01   |

**Lease Accounting**

In February 2016, the FASB issued ASU No. 2016-02, *Leases* (“ASU 2016-02”), which requires lessees to report on their balance sheets a right-of-use asset and a lease liability in connection with most lease agreements classified as operating leases under the prior guidance (ASC Topic 840). Under the new guidance, codified as ASC Topic 842, the lease liability must be measured initially based on the present value of future lease payments, subject to certain conditions. The right-of-use asset must be measured initially based on the amount of the liability, plus certain initial direct costs. The new guidance further requires that leases be classified at inception as either (a) operating leases or (b) finance leases. For operating leases, periodic expense generally is flat (straight-line) throughout the life of the lease. For finance leases, periodic expense declines over the life of the lease. The new standard, as amended, provides an option for entities to use the cumulative-effect transition method. As permitted, the Company adopted ASC Topic 842 effective June 1, 2019.

The Company renewed lease for its corporate headquarters commencing December 1, 2022, under lease agreements classified as an operating lease. Please see Note 11 – ‘Commitments and Contingencies’ under “Leases” below for more information about the Company’s leases.

**Segment Reporting**

The Company follows ASC Topic 280, *Segment Reporting*. The Company’s management reviews the Company’s consolidated financial results when making decisions about allocating resources and assessing the performance of the Company as a whole and has determined that the Company’s reportable segments are: (a) the sale of hearing protection and hearing enhancement products, and (b) the sale of hair care and skin care products. See Note 15 – “BUSINESS SEGMENT AND GEOGRAPHIC AREA INFORMATION” for more information about the Company’s reportable segments.

**Reclassifications**

Certain reclassifications have been made to the prior year’s data to conform with the current period’s presentation. Specifically, the accounts payable have been separated from the accrued expenses, to conform with the current period’s presentation.

**Note 2 – Basis of Presentation and Summary of Significant Accounting Policies (continued)**Recently Issued Accounting Pronouncements

In August 2020, the FASB issued ASU No. 2020-06, *Debt – Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging – Contracts in Entity’s Own Equity* (ASU 2020-06), which simplifies the accounting for certain convertible instruments. Among other things, under ASU 2020-06, the embedded conversion features no longer must be separated from the host contract for convertible instruments with conversion features not required to be accounted for as derivatives, or that do not result in substantial premiums accounted for as paid-in capital. ASU 2020-06 also eliminates the use of the treasury stock method when calculating the impact of convertible instruments on diluted Earnings per Share. For the Company, the provisions of ASU 2020-06 are effective for its fiscal year beginning on June 1, 2024. Early adoption is permitted, subject to certain limitations. The Company is evaluating the potential impact of adoption on its financial statements.

In October 2021, the FASB issued ASU No. 2021-08, “Business Combinations (Topic 805): Accounting for Contract Assets and Contract Liabilities from Contracts with Customers.” This ASU requires contract assets and contract liabilities (e.g. deferred revenue) acquired in a business combination to be recognized and measured by the acquirer on the acquisition date in accordance with ASC 606, “Revenue from Contracts with Customers”. Generally, this new guidance will result in the acquirer recognizing contract assets and contract liabilities at the same amounts recorded by the acquiree. Historically, such amounts were recognized by the acquirer at fair value in purchase accounting. The guidance is effective for fiscal years beginning after December 15, 2022, including interim periods within those fiscal years. Early adoption is permitted, including in interim periods, for any financial statements that have not yet been issued. The Company opted to adopt this ASU as of June 1, 2022. The adoption of the guidance did not have a material impact on the accompanying consolidated financial statements.

Other accounting standards that have been issued or proposed by FASB that do not require adoption until a future date are not expected to have a material impact on the financial statements upon adoption. The Company does not discuss recent pronouncements that are not anticipated to have an impact on or are unrelated to its financial condition, results of operations, cash flows or disclosures.

**Note 3 – Accounts Receivable, net**

Accounts receivable, consisted of the following:

|                                    | <u>May 31, 2023</u> | <u>May 31, 2022</u> |
|------------------------------------|---------------------|---------------------|
| Customers Receivable               | \$ 345,264          | \$ 115,741          |
| Merchant Processor Receivable      | 167,232             | —                   |
| Less: Allowance for doubtful debts | (95,480)            | (9,820)             |
|                                    | <u>\$ 417,016</u>   | <u>\$ 105,921</u>   |

The Company recorded bad debt expense of \$76,969 and \$6,941 during the fiscal years ended May 31, 2023 and 2022, respectively.

**Note 4 – Inventory, net**

Inventory consisted of the following:

|                | <u>May 31, 2023</u> | <u>May 31, 2022</u> |
|----------------|---------------------|---------------------|
| Finished Goods | \$ 1,198,218        | \$ 29,249           |
| Raw Materials  | \$ 113,646          | \$ 294,139          |
|                | <u>\$ 1,311,864</u> | <u>\$ 323,388</u>   |

At May 31, 2023 and 2022, inventory held at third party locations amounted to \$0 and \$16,940, respectively. At May 31, 2023 and 2022, there was \$135,482 and \$0 inventory in- transit, respectively.

During the fiscal years ended May 31, 2023 and 2022, the Company created an allowance of \$0 and \$71,481, respectively, on slow moving inventory included in cost of sales. As of May 31, 2023 and 2022, there was no slow moving inventory.

**Note 5 – Property and Equipment**

Property and equipment, stated at cost, consisted of the following:

|                                | <u>Estimated Life</u> | <u>May 31, 2023</u> | <u>May 31, 2022</u> |
|--------------------------------|-----------------------|---------------------|---------------------|
| Furniture and Fixtures         | 5 years               | \$ 14,598           | \$ 5,759            |
| Computer Equipment             | 3 years               | 33,146              | 17,392              |
| Plant Equipment                | 5-10 years            | 165,778             | 45,128              |
| Automobile                     | 5 years               | 15,000              | —                   |
| Less: Accumulated Depreciation |                       | (71,059)            | (39,134)            |
|                                |                       | <u>\$ 157,463</u>   | <u>\$ 29,145</u>    |

Depreciation expense amounted to \$20,908 and \$7,871 for the fiscal years ended May 31, 2023 and 2022, respectively.

**Note 6 – Intangible Assets**

The Company acquired intangible assets through the Business Combination. (See Note 13). These intangible assets consisted of the following:

|                                | <u>Estimated Life</u> | <u>May 31, 2023</u> |
|--------------------------------|-----------------------|---------------------|
| Licensing Rights               | 3 years               | \$ 11,945           |
| Customer Relationships         | 3 years               | 70,000              |
| Trade Names                    | 10 years              | 275,000             |
| Website                        | 5 years               | 100,000             |
| Less: Accumulated Amortization |                       | (74,271)            |
|                                |                       | <u>\$ 382,674</u>   |

Goodwill arising through the business combination was \$2,152,215 at May 31, 2023 (see Note 13).

Amortization expense amounted to \$74,271 and \$0 for the fiscal years ended May 31, 2023 and 2022, respectively.

**Note 7 – Other Current Liabilities**

Other current liabilities comprised of the following:

|  | <u>May 31, 2023</u> |
|--|---------------------|
| Credit Cards                                 | 833                 |
| Accrued Interest                             | 10,343              |
| Royalty Payment Accrual                      | 8,792               |
| Sales Tax Payable and Other Accrued Expenses | 258,023             |
| Affiliate Accrual                            | 27,673              |
| Other Current Liabilities                    | <u>\$ 305,664</u>   |

**Note 8 – Equipment Payable**

During the fiscal year ended May 31, 2019, the Company purchased a forklift under an installment purchase plan. The loan amount is \$16,500 payable in 60 monthly installment payments of \$317 comprising of principal payment of \$275 and interest payment of \$42. As at May 31, 2023 and 2022, the balance outstanding on the loan was \$2,200 and \$5,500, respectively, of which the \$2,200 balance is payable within the next year. The Company recorded an interest expense of \$500 and \$500, associated with the equipment financing during the fiscal years ended May 31, 2023 and 2022, on the loan in the accompanying consolidated financial statements.

The amounts of loan payments due within the next fiscal year ended May 31, are as follows:

|      | <b>Total</b>    |
|------|-----------------|
| 2024 | \$ 2,200        |
|      | <u>\$ 2,200</u> |

**Note 9 – Notes Payable**

During the fiscal year ended May 31, 2020, a commercial bank granted to the Company a loan (the “Loan”) in the amount of \$150,000, which is administered under the authority and regulations of the U.S. Small Business Administration pursuant to the Economic Injury Disaster Loan Program (the “EIDL”) of the Coronavirus Aid, Relief, and Economic Security Act (the “CARES Act”). The Loan, which is evidenced by a note dated May 18, 2020, bears interest at an annual rate of 3.75% and is payable installments of \$731 per month, beginning May 18, 2021 until May 13, 2050. The Company has to maintain a hazard insurance policy including fire, lightning, and extended coverage on all items used to secure this loan to at least 80% of the insurable value. Proceeds from loans granted under the CARES Act are intended to be used for payroll, costs to continue employee group health care benefits, rent, utilities, and certain other qualified costs (collectively, “qualifying expenses”). The Company used the loan proceeds for qualifying expenses. The Company received a loan forgiveness for \$10,000 during the fiscal year ended May 31, 2022. During the fiscal year ended May 31, 2022, the Company received additional \$10,000 of borrowings under the program. The Company recorded an accrued interest of \$10,342 and \$11,684, as of May 31, 2023 and 2022, respectively.

During the fiscal year ended May 31, 2023 the Company obtained insurance financing of \$53,337 on the general liability and excess liability insurance policies. The loan has a finance charge of \$3,164 and is payable in 10 monthly installments of \$5,650 each beginning November 1, 2022. As of May 31, 2023, six installments have been paid. As of May 31, 2023 outstanding balance of the loan amounted to \$21,335.

**Notes Payable as of May 31, 2023 and 2022**

|  | <b>2023</b>       | <b>2022</b>       |
|--|-------------------|-------------------|
| Insurance Financing                              | \$ 21,335         | \$ —              |
| Second Draw Paycheck Protection Program (PPP- 2) | —                 | 6,300             |
| Financing Charges                                | 1,253             | —                 |
| Economic Injury Disaster Loan Program (EIDL)     | 150,000           | 150,000           |
| Total  | <u>\$ 172,588</u> | <u>\$ 156,300</u> |
| Less: Current portion                            | (172,588)         | (156,300)         |
| Non-current portion                              | <u>\$ —</u>       | <u>\$ —</u>       |

The amounts of loan payments due in the next fiscal year ended May 31, are as follows:

|      | <b>Total</b>      |
|------|-------------------|
| 2024 | \$ 172,588        |
|      | <u>\$ 172,588</u> |

## **Note 10 – Stockholders' Equity**

### Shares Authorized

As of May 31, 2023, the authorized capital of the Company consists of 450,000,000 shares of common stock, par value \$0.0001 per share and 300,000,000 shares of preferred stock, par value \$0.0001 per share.

On June 13, 2022, the Company amended its amended and restated certificate of incorporation to increase the number of authorized shares of Common Stock from 100,000,000 to 450,000,000 shares and to increase the number of authorized shares of preferred stock, par value \$0.0001 per share ("Preferred Stock"), from 20,000,000 to 300,000,000 shares.

### Preferred Stock

The Preferred Stock may be issued from time to time in one or more series. The Board of Directors of the Company is expressly authorized to provide for the issuance of all or any of the shares of the preferred stock in one or more series, and to fix the number of shares and to determine or alter, for each such series, such voting powers, full or limited, or no voting powers and such designations, preferences, and relative, participating, optional, or other rights and such qualifications, limitations, or restrictions thereof, as shall be stated and expressed until the resolution adopted by the Board of Directors providing the issuance of such shares. The Board of Directors is also expressly authorized to increase or decrease the number of shares of any series subsequent to the issue of shares of that series. In case the number of shares of any such series shall be so decreased, the decrease shall resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of such series.

During the fiscal year ended May 31, 2023, the Company issued 250,000,000 shares of non-voting Series A Preferred Stock, which are convertible into shares of Company Common Stock on a one-to-one ratio, pursuant to the Asset Purchase Agreement (See Note 13 and Common Stock section below). These 250,000,000 shares of non-voting Series A Preferred Stock were valued at the fair market value of \$3,100,000 at issuance.

The holders of shares of Series A Preferred Stock shall have no rights to dividends with respect to such shares. No dividends or other distributions shall be declared or paid on the Common Stock unless and until dividends at the same rate shall have been paid or declared and set apart upon the Series A Preferred Stock, based upon the number of shares of Common Stock into which the Series A Preferred Stock may then be converted. Upon the dissolution, liquidation, or winding up of the Company, whether voluntary or involuntary, the holders of the Series A Preferred Stock are entitled to receive out of the assets of the Company the sum of \$0.0001 per share before any payment or distribution shall be made on our shares of Common Stock. The Series A Preferred Stock shall not be subject to redemption at the option, election or request of the Corporation or any holder or holders of the Series A Preferred Stock. Each share of Series A Preferred Stock is convertible at the option of the holder thereof, at any time after the second anniversary of the date of the first issuance of the shares of Series A Preferred Stock into one fully paid and nonassessable share of Common Stock provided, however, that the holder may not convert that number of shares of Series A Preferred Stock which would cause the holder to become the beneficial owner of more than 5% of the Corporation's Common Stock as determined in accordance with Sections 13(d) and (g) of the Securities and Exchange Act of 1934 and the applicable rules and regulations thereunder.

As of May 31, 2023, 250,000,000 shares of Preferred Stock were issued and outstanding.

No shares of Preferred Stock were issued and outstanding as of May 31, 2022.

### Common Stock

As of May 31, 2023, 117,076,949 shares of common stock were issued and outstanding.

During the fiscal year ended May 31, 2023, the Company issued 73,183,893 shares of Common Stock, valued at \$907,480, as consideration pursuant to the Asset Purchase agreement (See Note 13 and Preferred Stock section above).

During the fiscal year ended May 31, 2023, the Company sold 1,947,175 shares of Common Stock at \$0.23 per share for a total of \$447,850 under several private placement agreements.

No shares of Common Stock were issued during the fiscal year ended May 31, 2022.



**Note 10 – Stockholders' Equity (continued)**

Stock Options

The Board approved the Company's 2022 Equity Incentive Plan (the "Plan") on March 21, 2022. Under the Plan, equity-based awards may be made to employees, officers, directors, non-employee directors and consultants of the Company and its Affiliates (as defined in the plan) in the form of (i) Incentive Stock Options (to eligible employees only); (ii) Nonqualified Stock Options; (iii) Restricted Stock; (iv) Stock Awards; (v) Performance Shares; or (vi) any combination of the foregoing. The Plan will terminate upon the close of business on the day next preceding March 21, 2032, unless terminated earlier in accordance with the terms of the Plan. The Board serves as the Plan administrator and may amend or terminate the Plan without stockholder approval, subject to certain exceptions.

The total number of shares initially authorized for issuance under the Plan was 10.0 million shares. The Plan provides for an annual increase on April 1 of each calendar year, beginning in 2022 and ending in 2031, subject to Board approval prior to such date. Such increase may be equal to the lesser of (i) 4% of the total number of shares of the Company's common stock outstanding on May 31 of the immediately preceding fiscal year and (ii) such smaller number of shares as determined by the Board. The number of shares authorized for issuance under the Plan will not change unless the Board affirmatively approves an increase in the number of shares authorized for issuance prior to April 1 of the applicable year. Shares surrendered or withheld to pay the exercise price of a stock option or to satisfy tax withholding requirements will not be added back to the number of shares available under the Plan. To the extent that any shares of common stock awarded or subject to issuance or purchase pursuant to awards under the Plan are not delivered or purchased, or are reacquired by the Company, for any reason, including a forfeiture of restricted stock or failure to earn performance shares, or the termination, expiration or cancellation of a stock option, or any other termination of an award without payment being made in the form of shares of common stock will be added to the number of shares available for awards under the Plan. The number of shares available for issuance under the Plan will be adjusted for any increase or decrease in the number of outstanding shares of common stock resulting from payment of a stock dividend on common stock, a stock split or subdivision or combination of shares of common stock, or a reorganization or reclassification of common stock, or any other change in the structure of shares of common stock, as determined by the Board. Shares available for awards under the Plan will consist of authorized and unissued shares.

Two types of options may be granted under the Plan: (1) Incentive Stock Options, which may only be issued to eligible employees of the Company and are required to have exercise price of the option not less than the fair market value of the common stock on the grant date, or, in the case of an Incentive Stock Option granted to a Ten Percent Stockholder, 110% of the fair market value of the common stock on the grant date; and (2) Non-qualified Stock Options, which may be issued to participants under the Plan and which may have an exercise price less than the fair market value of the common stock on the grant date, but not less than par value of the stock.

The Board may grant or sell restricted stock to participants (i.e., shares that are subject to a subject to restrictions or limitations as to the participant's ability to sell, transfer, pledge or assign such shares) under the Plan. Except for these restrictions and any others imposed by the Board, upon the grant of restricted stock, the recipient generally will have rights of a stockholder with respect to the restricted stock. During the applicable restriction period, the recipient may not sell, exchange, transfer, pledge or otherwise dispose of the restricted stock. The Board may also grant awards of common stock to participants under the Plan, as well as awards of performance shares, which are awards for which the payout is subject to achievement of such performance objectives established by the Board. Performance shares may be settled in cash.

Each equity-based award granted under the Plan will be evidenced by an award agreement that specifies the terms of the award and such additional limitations, terms and conditions as the Board may determine, consistent with the provisions of the Plan.

**Note 10 – Stockholders' Equity (continued)**

Upon the occurrence of a change in control, unless otherwise provided in an award agreement: (i) all outstanding stock options will become immediately exercisable in full; (ii) all outstanding performance shares will vest in full as if the applicable performance conditions were achieved in full, subject to certain adjustments, and will be paid out as soon as practicable; and (iii) all restricted stock will immediately vest in full. The Plan defines a change in control as (i) the adoption of a plan of merger or consolidation of the Company with any other corporation or association as a result of which the holders of the voting capital stock of the Company as a group would receive less than 50% of the voting capital stock of the surviving or resulting corporation; (ii) the approval by the Board of an agreement providing for the sale or transfer (other than as security for obligations of the Company) of substantially all the assets of the Company; or (iii) in the absence of prior Board approval, the acquisition of more than 20% of the Company's voting capital stock by any person within the meaning of Rule 13d-3 under the Exchange Act (other than the Company or a person that directly or indirectly controls, is controlled by, or is under common control with, the Company).

Subject to the Plan's terms, the Board has full power and authority to determine whether, to what extent and under what circumstances any outstanding award will be terminated, canceled, forfeited or suspended. Awards to that are subject to any restriction or have not been earned or exercised in full by the recipient will be terminated and canceled if such recipient is terminated for cause, as determined by the Board in its sole discretion.

The Company estimates the fair value of share-based compensation utilizing the Black-Scholes option pricing model, which is dependent upon several variables such as the expected option term, expected volatility of the Company's stock price over the expected term, expected risk-free interest rate over the expected option term and expected dividend yield rate over the expected option term. The Company believes this valuation methodology is appropriate for estimating the fair value of stock options granted to employees and directors which are subject to ASC Topic 718 requirements. These amounts are estimates and thus may not be reflective of actual future results, nor amounts ultimately realized by recipients of these grants. The Company recognizes compensation on a straight-line basis over the requisite service period for each award.

The Company utilizes the simplified method to estimate the expected life for stock options granted to employees. The simplified method was used as the Company does not have sufficient historical data regarding stock option exercises. The expected volatility is based on historical volatility. The risk-free interest rate is based on the U.S. Treasury yields with terms equivalent to the expected life of the related option at the time of the grant. Dividend yield is based on historical trends. While the Company believes these estimates are reasonable, the compensation expense recorded would increase if the expected life was increased, a higher expected volatility was used, or if the expected dividend yield increased.

Pursuant to the Plan, on May 10, 2022, the Company issued to two Company officers non-statutory stock options to purchase, in the aggregate, up to 5,300,000 shares of its Common Stock, at an exercise price of \$0.09 per share and expiring on April 20, 2032. The options vest over time with 25% of the options vesting on September 1, 2022 and thereafter vesting 1/24<sup>th</sup> on the 1<sup>st</sup> of every month. None of the options are vested as of May 31, 2022.

Pursuant to the Plan, on November 1, 2022, the Company issued non-statutory stock options, to a former executive officer of the Company, to purchase, in the aggregate, up to 300,000 shares of its Common Stock, at an exercise price of \$0.20 per share and expiring on October 31, 2032. 75,000 shares vested as of January 29, 2023, and the remaining 225,000 options were forfeited in April 2023 when the executive officer left the Company.

The Company computed the aggregate grant date fair value of \$477,000 using the Black-Scholes option pricing model, which is being recorded as stock-based compensation expense over the vesting period. During the fiscal years ended May 31, 2023 and 2022, the Company recorded a stock-based compensation expense of \$207,342 and \$21,967 respectively, for these options in the accompanying financial statements.

**Note 10 – Stockholders’ Equity (continued)**

The Black-Scholes options pricing model used the following assumptions:

|                         | <b>2023</b> | <b>2022</b> |
|-------------------------|-------------|-------------|
| Risk free interest rate | 4.07%       | 2.99%       |
| Expected life           | 6 years     | 5.75 years  |
| Expected volatility     | 457%        | 447%        |
| Expected dividend       | 0%          | 0%          |

The following table summarizes the activity relating to the Company’s stock options held by executive officers:

|                                | <b>Number of<br/>Options</b> | <b>Weighted<br/>Average<br/>Exercise Price</b> | <b>Weighted<br/>Average<br/>Remaining<br/>Term</b> |
|--------------------------------|------------------------------|--|--|
| Outstanding as June 1, 2021    | —                            | —  | —  |
| Granted                        | 5,300,000                    | \$ 0.09  | 10.0   |
| Exercised                      | —                            | —  | —  |
| Outstanding at May 31, 2022    | 5,300,000                    | \$ 0.09  | 9.92   |
| Granted                        | 300,000                      | \$ 0.20  | 9.68   |
| Less: Forfeited                | (225,000)                    | \$ 0.20  | 9.68   |
| Less: Unvested at May 31, 2023 | (2,725,000)                  | \$ 0.09  | 8.92   |
| Vested at May 31, 2023         | 2,650,000                    | \$ 0.09  | 8.92   |

**Note 11 – Commitments and Contingencies**

**Leases**

As discussed in Note 2 above, the Company adopted ASU No. 2016-02, *Leases* on June 1, 2019, which require lessees to report on their balance sheets a right-of-use asset and a lease liability in connection with most lease agreements classified as operating leases under the prior guidance. The Company has a lease agreement in connection with its office and warehouse facility in California under an operating lease which expired in October 2019. On December 1, 2019, the Company signed an extension of the lease for 3 years. The rent was \$7,567 per month for the first year and increased by a certain amount each year. In November 2022, the Company entered into an extension of the lease for a two year term beginning December 1, 2022. The rent is \$6,098 per month for the first year and will increase by a certain amount the following year.

The Company treats a contract as a lease when the contract conveys the right to use a physically distinct asset for a period of time in exchange for consideration, or the Company directs the use of the asset and obtains substantially all the economic benefits of the asset. These leases are recorded as right-of-use (“ROU”) assets and lease obligation liabilities for leases with terms greater than 12 months. ROU assets represent the Company’s right to use an underlying asset for the entirety of the lease term. Lease liabilities represent the Company’s obligation to make payments over the life of the lease. A ROU asset and a lease liability are recognized at commencement of the lease based on the present value of the lease payments over the life of the lease. Initial direct costs are included as part of the ROU asset upon commencement of the lease. Since the interest rate implicit in a lease is generally not readily determinable for the operating leases, the Company uses an incremental borrowing rate to determine the present value of the lease payments. The incremental borrowing rate represents the rate of interest the Company would have to pay to borrow on a collateralized basis over a similar lease term to obtain an asset of similar value.

**Note 11 – Commitments and Contingencies (continued)**

The Company reviews the impairment of ROU assets consistent with the approach applied for the Company’s other long-lived assets. The Company reviews the recoverability of long-lived assets when events or changes in circumstances occur that indicate that the carrying value of the asset may not be recoverable. The assessment of possible impairment is based on the Company’s ability to recover the carrying value of the asset from the expected undiscounted future pre-tax cash flows of the related operations.

Lease expense is recognized on a straight-line basis over the lease term, while variable lease payments are expensed as incurred. Variable payments change due to facts or circumstances occurring after the commencement date, other than the passage of time, and do not result in a remeasurement of lease liabilities. The Company’s lease agreements do not contain any residual value guarantees or restrictive covenants.

Pursuant to the new standard, the Company recorded an initial lease liability of \$235,748 and an initial right of use asset in the same amount in 2019. The Company computed another initial lease liability of \$131,970 for the new lease agreement and an initial ROU asset in the same amount which was recorded on books at the commencement of the new lease on December 1, 2022. During the fiscal years ended May 31, 2023 and 2022, the Company recorded a lease expense in the amount of \$84,435 and \$94,235, respectively. As of May 31, 2023, the lease liability balance was \$102,576 and the right of use asset balance was \$101,845. A lease term of three years and a discount rate of 12% was used.

Supplemental balance sheet information related to leases was as follows:

| Assets                      | May 31, 2023      | May 31, 2022     |
|-----------------------------|-------------------|------------------|
| Right of use assets         | \$ 131,970        | \$ 235,748       |
| Accumulated reduction       | (30,125)          | (190,295)        |
| Operating lease assets, net | <u>\$ 101,845</u> | <u>\$ 45,453</u> |
| <b>Liabilities</b>          |                   |                  |
| Lease Liability             | \$ 131,970        | \$ 235,748       |
| Accumulated reduction       | (29,394)          | (188,582)        |
| Total lease liability, net  | \$ 102,576        | \$ 47,166        |
| Current portion             | (65,824)          | (47,166)         |
| Non-current portion         | <u>\$ 36,752</u>  | <u>\$ —</u>      |

Maturities of operating lease liabilities were as follows as of May 31, 2023:

|                                    |                   |
|------------------------------------|-------------------|
| Operating Lease                    |                   |
| 2024                               | \$ 65,824         |
| 2025                               | 36,752            |
| Total                              | <u>\$ 102,576</u> |
| Less: Imputed interest             | \$ —              |
| Present value of lease liabilities | <u>\$ 102,576</u> |

**Contingencies**

On November 23, 2020, the Company was served a copy of a complaint filed by Jacksonfill, LLC in the Fourth Circuit Court for Duval County, Florida. The complaint alleges breach of Agreement for non-payments for certain products against the Company. The allegations arise from alleged discrepancies discovered by the Company in the manufacturing of certain product. The Company has retained counsel and intends to vigorously defend the allegations. The product was delivered to the Company, however, the Company believes that the product was defective. The litigation process has not progressed and the amount of the claim of \$204,182 has been recorded as accounts payable, in the accompanying consolidated financial statements as of May 31, 2023.

## **Note 12 – Related Party Transactions**

The Company's Chief Executive Officer, Jeff Toghraie, is the managing director of Intrepid Global Advisors ("Intrepid"). Intrepid has, from time to time, provided advances to the Company for working capital purposes. At May 31, 2023, and 2022, the Company had amounts payable to Intrepid of \$124,378 and \$25,452, respectively. These advances were short-term in nature and non-interest bearing. Additionally, pursuant to a voting agreement, effective June 16, 2022 as amended effective November 7, 2022, with AXIL and Intrepid Global Advisors, we are subject to certain limitations on our ability to sell our capital stock until June 2024.

During the fiscal year ended May 31, 2023, the Company paid \$218,696 as consulting fee for product development to Weston T. Harris, a major stockholder of AXIL, and also paid \$126,097 to immediate family members of the major stockholder as compensation for services relating to packaging design and affiliate marketing.

During the fiscal year ended May 31, 2023, the Company paid \$135,484 as consulting fee for inventory management and operations consulting to an immediate family member of a major stockholder of AXIL, \$74,620 to an immediate family member of the major stockholder in commissions and a contractor fee, and \$15,928 to an immediate member of the major stockholder as compensation for services relating to travel and event coordination.

On June 16, 2022, the Company and its wholly owned subsidiary Reviv3 Acquisition Corporation completed the acquisition of both (i) the hearing protection business of AXIL, consisting of ear plugs and ear muffs, and (ii) AXIL's ear bud business pursuant to the Asset Purchase Agreement, dated May 1, 2022, as amended on June 15, 2022, by and among the Company, Reviv3 Acquisition Corporation, AXIL and certain stockholders of AXIL. One of the stockholders of AXIL is Intrepid Global Advisors, Inc. As of May 31, 2023, Intrepid Global Advisors, Inc. held no outstanding common stock of AXIL and 19.50% of the outstanding common stock of the Company.

## **Note 13 – Business Combination**

On June 16, 2022, the Company completed the acquisition of certain assets of Axil & Associated Brands Corp. ("AXIL"), a Delaware corporation, pursuant to the Asset Purchase Agreement dated May 1, 2022 and amended on June 15, 2022 and September 8, 2022. by and among the Company, its subsidiary, AXIL, and certain of AXIL's stockholders, providing for the acquisition of AXIL's hearing protection business and ear bud business. The business constituted substantially all of the business operations of AXIL but did not include AXIL's hearing aid line of business.

One of the stockholders of AXIL is Intrepid Global Advisors ("Intrepid"). As of June 16, 2022, Intrepid held 4.68% of the outstanding common stock of AXIL and 22.33% of the outstanding Common Stock of the Company. As of May 31, 2023 Intrepid held no outstanding common shares of AXIL, as they were distributed with the Asset Purchase Agreement. Jeff Toghraie, Chairman and Chief Executive Officer of the Company, is a managing director of Intrepid.

As consideration for the Asset Purchase, AXIL received a total of 323,183,893 shares of the company comprised of (a) 73,183,893 shares of the Company's Common Stock and (b) 250,000,000 shares of the company's non-voting Series A Preferred Stock, which are convertible into shares of Company Common Stock on a one-to-one ratio. The Preferred Shares may not be converted or transferred for a period of two years following the closing of the acquisition. Thereafter, no holder of Preferred Shares may convert such shares into a number of shares of Company Common Stock that would cause the holder to beneficially own more than 5% of the Company's Common Stock, as determined in accordance with Sections 13(d) and (g) of the Securities Exchange Act of 1934 (the "Exchange Act"). The purchase price was computed to be \$4,007,480 based on a fair value of \$0.0124 per common share on the date of acquisition.

The Company is utilizing the AXIL assets to expand into the hearing enhancement business through its newly incorporated subsidiary.

The acquisition is accounted for by the Company in accordance with the acquisition method of accounting pursuant to ASC 805 "Business Combinations" and pushdown accounting is applied to record the fair value of the assets acquired by the Company. Under this method, the purchase price is allocated to the identifiable assets acquired and liabilities assumed based on their estimated fair values at the date of acquisition. Any excess of the amount paid over the estimated fair values of the identifiable net assets acquired was allocated to goodwill.

[Table of Contents](#)**Note 13 – Business Combination (continued)**

The following is a summary of the fair value of the assets acquired and liabilities assumed at the date of acquisition:

|                                      |           |                  |
|--------------------------------------|-----------|------------------|
| Cash                                 | \$        | 1,066,414        |
| Accounts receivable                  |           | 227,786          |
| Inventory                            |           | 1,342,461        |
| Prepaid expenses                     |           | 62,452           |
| Other assets                         |           | 108,030          |
| Accounts payable                     |           | (285,665)        |
| Contract liabilities                 |           | (1,043,332)      |
| Other current liabilities            |           | (79,826)         |
| Net tangible assets acquired         | <u>\$</u> | <u>1,398,320</u> |
| Identifiable intangible assets       |           |                  |
| Licensing rights                     | \$        | 11,945           |
| Customer relationships               |           | 70,000           |
| Tradenames                           |           | 275,000          |
| Website                              |           | 100,000          |
| Total Identifiable intangible assets | <u>\$</u> | <u>456,945</u>   |
| Consideration paid                   | \$        | 4,007,480        |
| Total net assets acquired            |           | <u>1,855,265</u> |
| Goodwill purchased                   | <u>\$</u> | <u>2,152,215</u> |

Pro Forma Information (Unaudited)

The unaudited pro forma condensed combined financial statements are based on Reviv3 and AXIL's unaudited historical consolidated financial statements as adjusted to give effect to the Asset Purchase Agreement. The unaudited pro forma combined statements of operations for the fiscal year ended May 31, 2023 and 2022, for Reviv3 and AXIL, give effect to the Asset Purchase Agreement as if it had occurred on June 1, 2022 and 2021, respectively.

|                                  | <b>For the fiscal year<br/>ended<br/>May 31, 2023</b> | <b>For the fiscal year<br/>ended<br/>May 31, 2022</b> |
|----------------------------------|---|---|
| Revenue                          | \$ 25,428,163   | \$ 18,356,862   |
| Net income (loss)                | 2,032,954   | (3,212,320)   |
| Earnings (loss) per common share |   |   |
| Basic                            | \$ 0.02   | \$ (0.03)   |
| Diluted                          | \$ 0.01   | —   |

The pro forma financial information is not necessarily indicative of the results that would have occurred if the acquisition had occurred on the date indicated or that result in the future.

**Note 14 – Concentrations**Concentration of Credit Risk

Financial instruments that potentially subject the Company to concentration of credit risk consist primarily of trade accounts receivable and cash deposits, investments and cash equivalents instruments. The Company maintains its cash in bank deposits accounts. The Company's account at this institution is insured by the Federal Deposit Insurance Corporation ("FDIC") up to \$250,000. At May 31, 2023 and 2022, the Company held cash in various accounts of approximately \$4,582,682 and \$123,731, respectively, in excess of federally insured limits. The Company has not experienced any losses in such accounts through May 31, 2023.

Concentration of Revenue, Accounts Receivable, Product Line, and Supplier – Hair and Skin Care Products

During the fiscal year ended May 31, 2023 hair and skin care product sales to three customers, which each represented over 10% of our total sales, aggregated to approximately 94% of the Company's net sales at 61%, 12% and 21%. During the fiscal year ended May 31, 2022 sales to two customers, which each represented over 10% of our total sales, aggregated to approximately 31% of the Company's net sales at 15% and 16%.

During the fiscal year ended May 31, 2023 hair and skin care product sales to customers outside the United States represented approximately 25% which consisted of 20% from Canada and 5% from Italy and during the fiscal year ended May 31, 2022 sales to customers outside the United States represented approximately 16% which consisted of 14% from Canada and 2% from Italy.

During the fiscal year ended May 31, 2023, hair and skin care product sales by product line which each represented over 10% of sales consisted of approximately 15% from sales of hair shampoo, and 10% from sales of hair conditioner and 7% from bundle kits. During the fiscal year ended May 31, 2022, hair and skin care product sales by product line which each represented over 10% of sales consisted of approximately 10% from sales of hair shampoo, 12% from sales of hair shampoo and conditioner, 25% from sale of introductory kit (shampoo, conditioner and treatment spray) and 29% from sale of bundle packs (shampoo, conditioner and spray).

During the fiscal years ended May 31, 2023 and 2022 sales for the hair and skin care product lines comprised of the following:

| <b>Hair Care Products</b> | <b>For the Fiscal Years ended</b> |                     |
|---------------------------|-----------------------------------|---------------------|
|                           | <b>May 31, 2023</b>               | <b>May 31, 2022</b> |
| Shampoos and Conditioners | 77%                               | 84%                 |
| Ancillary Products        | 23%                               | 16%                 |
| <b>Total</b>              | <b>100%</b>                       | <b>100%</b>         |

At May 31, 2023, hair and skin care product's only accounts receivable from one customer accounted for more than 10% of sales transactions, which was Amazon and the second largest customer accounted for 8%, which is due to the fact that products are sold primarily through direct-to-consumer. At May 31, 2022, accounts receivable from four customers represented approximately 74% at 11%, 12%, 14% and 37%.

Hair and skin care product purchased inventories and products from three vendors totaling approximately \$297,833, (95% of the purchases at 61%, 12% and 22%) during the fiscal year ended May 31, 2023 and four vendors totaling approximately \$343,015 (97% of the purchases at 10%, 23%, 30% and 34%) during the fiscal year ended May 31, 2022.

Concentration of Revenue, Accounts Receivable, Product Line, and Supplier – Ear Protection and Enhancement Products

AXIL is sold direct-to-consumer, therefore, during the fiscal year ended May 31, 2023, 97.3% of sales was direct to customers. There was no single customer that accounted for greater than 2% of total sales.

During the fiscal year ended May 31, 2023 AXIL sales to customers outside the United States represented approximately 4.5% which consisted of 3.7% from Canada and the remaining from various countries.

Manufacturing is outsourced primarily overseas via a number of third party vendors, the two largest vendors accounting for 82% and 10% of all purchases.

During the fiscal year ended May 31, 2023, AXIL sale of ear buds for PSAP (personal sound amplification product) and hearing protection by product line which each represented over 10% of sales consisted approximately 87% from Ghost Stryke Extreme model GS-X (\$18.1M) and 9% of sales of Trackr earmuffs (\$1.9M).

**Note 14 – Concentrations (continued)**

During the fiscal year ended May 31, 2023 sales by hearing enhancement and protection products comprised of the following:

| <b>Ear Protection &amp; Enhancement Products</b> | <b>For the fiscal year ended<br/>May 31, 2023</b> |
|--|---|
| Ghost Stryke                                     | 86.7%   |
| Trackr Earmuffs                                  | 9.1%  |
| Other Bluetooth and ear buds                     | 3.9%  |
| Accessories, other                               | 0.3%  |
| <b>Total</b>                                     | <b>100.0%</b>                                     |

**Note 15 – Business Segment and Geographic Area Information**

**Business Segments**

The Company, directly or through its subsidiaries, markets and sells its products and services directly to consumers and through its dealers. In June 2022, the Company acquired a hearing enhancement and hearing protection business. The Company’s determination of its reportable segments is based on how its chief operating decision makers manage the business.

The Company’s segment information is as follows:

|   | <b>The fiscal years ended</b> |                     |
|---|-------------------------------|---------------------|
|   | <b>May 31, 2023</b>           | <b>May 31, 2022</b> |
| <b>Net Sales</b>  |                               |                     |
| Hair care and skin care                                       | \$ 1,588,958                  | \$ 2,336,257        |
| Hearing enhancement and protection                            | 21,932,069                    | —                   |
| <b>Total net sales</b>  | <b>\$ 23,521,027</b>          | <b>\$ 2,336,257</b> |
| <b>Operating earnings (loss)</b>                              |                               |                     |
| <b>Segment gross profit:</b>                                  |                               |                     |
| Hair care and skin care                                       | \$ 1,076,834                  | \$ 1,507,671        |
| Hearing enhancement and protection                            | 16,633,977                    | —                   |
| <b>Total segment gross profit</b>                             | <b>\$ 17,710,811</b>          | <b>\$ 1,507,671</b> |
| Selling and Marketing   | 11,675,206                    | 1,199,305           |
| General and Administrative                                    | 4,051,394                     | 519,769             |
| <b>Consolidated operating income (loss)</b>                   | <b>\$ 1,984,211</b>           | <b>\$ (211,403)</b> |
| <b>Total Assets:</b>  |                               |                     |
| Hair care and skin care                                       | \$ 3,785,732                  | \$ 893,915          |
| Hearing enhancement and protection                            | 6,383,582                     | —                   |
| <b>Consolidated total assets</b>                              | <b>\$ 10,169,314</b>          | <b>\$ 893,915</b>   |
| <b>Payments for property and equipment</b>                    |                               |                     |
| Hair care and skin care                                       | \$ —                          | \$ —                |
| Hearing enhancement and protection                            | 65,650                        | —                   |
| <b>Consolidated total payments for property and equipment</b> | <b>\$ 65,650</b>              | <b>\$ —</b>         |
| <b>Depreciation and amortization</b>                          |                               |                     |
| Hair care and skin care                                       | \$ 5,675                      | \$ 7,872            |
| Hearing enhancement and protection                            | 89,504                        | —                   |
| <b>Consolidated total depreciation and amortization</b>       | <b>\$ 95,179</b>              | <b>\$ 7,872</b>     |



**Note 15 – Business Segment and Geographic Area Information (continued)****Geographic Area Information**

During the fiscal year ended May 31, 2023, approximately 94% of our consolidated net sales were to customers located in the U.S. (based on the customer's shipping address). All Company assets are located in the U.S.

**Note 16 – Income Taxes**

The Company has incurred aggregate net operating losses of approximately \$1,500,000 for income tax purposes as of May 31, 2023. The net operating loss carries forward for United States and California income taxes, which may be available to reduce future years' taxable income. Management believes that the realization of the benefits from these losses appears more than likely due to the Company's current year net income results and should be able to fully utilize that benefit in the current year tax filings. Management will not provide a valuation allowance for the losses as they appear to be fully realized.

The items accounting for the difference between income taxes at the effective statutory rate and the provision for income were as follows:

|   | <b>For the Fiscal Years Ended May 31,</b> |             |
|---|---|-------------|
|   | <b>2023</b>                               | <b>2022</b> |
| Tax expense (benefit) computed at statutory rate of 21% | \$ 431,653                                | \$ (38,410) |
| State tax expense (benefit) blended rate                | 297,928                                   | (15,289)    |
| Change in federal tax rate estimate for prior years     | —   | (46,109)    |
| Non-deductible expenses: Stock-based compensation       | —   | 6,590       |
| Non deductible expense: Other                           | —   | 2,082       |
| Non taxable: COVID related grants/loan forgiveness      | —   | (10,500)    |
| Benefit of tax amortization of intangibles              | (49,773)                                  | —           |
| Deferred tax true up                                    | 3,929                                     | —           |
| Net operating loss benefit                              | (452,824)                                 | —           |
| Tax expense (benefit)                                   | <u>230,913</u>                            | <u>—</u>    |
| Increase (decrease) in valuation allowance              | (101,636)                                 | 101,636     |
| Change in deferred tax asset                            | 101,636                                   |             |
| Net income tax (benefit)/expense                        | <u>\$ 230,913</u>                         | <u>\$ —</u> |

The Company has a deferred tax asset which is summarized as follows at:

Deferred tax assets:

|                              | <b>May 31, 2023</b> | <b>May 31, 2022</b> |
|------------------------------|---------------------|---------------------|
| Net operating loss carryover | \$ —                | \$ 452,824          |
| Less: valuation allowance    | —                   | (452,824)           |
| Net deferred tax asset       | <u>\$ —</u>         | <u>\$ —</u>         |

Due to the net income at May 31, 2023 the Company reversed the valuation allowance against the deferred income tax asset at May 31, 2023 as current year taxable income will be sufficient to utilize the total loss carryforward. There is no remaining deferred tax asset at May 31, 2023.

The Company does not have any uncertain tax positions or events leading to uncertainty in a tax position. The Company's 2020, 2021 and 2022 Corporate Income Tax Returns are subject to Internal Revenue Service examination.

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(b) Exhibits

| Exhibit Number         | Exhibit Description   | Filed herewith | Furnished herewith | Incorporated by Reference |                            |                      |                            |
|------------------------|---|----------------|--------------------|---------------------------|----------------------------|----------------------|----------------------------|
|                        |   |                |                    | Form                      | Period Ending              | Exhibit              | Filing Date                |
| <a href="#">2.1+</a>   | <a href="#">Asset Purchase Agreement, dated as of May 1, 2022, among Reviv3 Procure Company, Reviv3 Acquisition Corporation, Axil &amp; Associated Brands Corp., and Certain Stockholders of Axil &amp; Associated Brands Corp.</a>   |                |                    | <a href="#">8-K</a>       |                            | <a href="#">10.1</a> | <a href="#">6/22/2022</a>  |
| <a href="#">2.2</a>    | <a href="#">Amendment Number 1 to Asset Purchase Agreement, effective as of June 10, 2022, among Reviv3 Procure Company, Reviv3 Acquisition Corporation, Axil &amp; Associated Brands Corp., and Certain Stockholders of Axil &amp; Associated Brands Corp.</a>   |                |                    | <a href="#">8-K</a>       |                            | <a href="#">10.2</a> | <a href="#">6/22/2022</a>  |
| <a href="#">2.3</a>    | <a href="#">Amendment to Asset Purchase Agreement, dated September 8, 2022, between Reviv3 Procure Company, Reviv3 Acquisition Corporation, and Axil &amp; Associated Brands Corp. and Certain Stockholders of Axil &amp; Associated Brands Corp.</a>   |                |                    | <a href="#">10-Q</a>      | <a href="#">8/31/2022</a>  | <a href="#">10.2</a> | <a href="#">10/12/2022</a> |
| <a href="#">3.1</a>    | <a href="#">Amended and Restated Certificate of Incorporation</a>   |                |                    | <a href="#">S-1</a>       |                            | <a href="#">3.3</a>  | <a href="#">10/6/2017</a>  |
| <a href="#">3.2</a>    | <a href="#">Bylaws</a>  |                |                    | <a href="#">S-1</a>       |                            | <a href="#">3.2</a>  | <a href="#">10/6/2017</a>  |
| <a href="#">3.3</a>    | <a href="#">Certificate of Amendment to the Amended and Restated Certificate of Incorporation</a>   |                |                    | <a href="#">10-K</a>      | <a href="#">5/31/2022</a>  | <a href="#">3.3</a>  | <a href="#">8/25/2022</a>  |
| <a href="#">4.1</a>    | <a href="#">Description of the Company's Registered Securities</a>  |                |                    | <a href="#">10-K</a>      | <a href="#">5/31/2022</a>  | <a href="#">4.1</a>  | <a href="#">8/25/2022</a>  |
| <a href="#">4.2</a>    | <a href="#">Form of common stock Certificate of REVIV3 PROCARE COMPANY</a>  |                |                    | <a href="#">S-1/A</a>     |                            | <a href="#">4.2</a>  | <a href="#">11/17/2017</a> |
| <a href="#">10.1</a>   | <a href="#">Contribution Agreement between Reviv3 Procure, LLC and Reviv3 Procure Company, dated June 1, 2015</a>   |                |                    | <a href="#">S-1</a>       |                            | <a href="#">10.1</a> | <a href="#">10/6/2017</a>  |
| <a href="#">10.2</a>   | <a href="#">Voting Agreement, dated June 16, 2022, between Reviv3 Procure Company, Intrepid Global Advisors, and Axil &amp; Associated Brands Corp.</a>   |                |                    | <a href="#">8-K</a>       |                            | <a href="#">10.3</a> | <a href="#">6/22/2022</a>  |
| <a href="#">10.2.1</a> | <a href="#">Amendment Number 1 to Voting Agreement, dated November 7, 2022, by and among Reviv3 Procure Company, Intrepid Global Advisors, Inc. and Axil &amp; Associated Brands Corp.</a>  |                |                    | <a href="#">8-K</a>       |                            | <a href="#">10.1</a> | <a href="#">11/9/2022</a>  |
| <a href="#">10.3</a>   | <a href="#">Second Draw Paycheck Protection Program Term Note, dated February 7, 2021</a>   |                |                    | <a href="#">10-K</a>      | <a href="#">5/31/2022</a>  | <a href="#">10.4</a> | <a href="#">8/25/2022</a>  |
| <a href="#">10.4+</a>  | <a href="#">Loan Authorization and Agreement (Economic Injury Disaster Loan), dated May 18, 2020, between the U.S. Small Business Administration and the Company</a>  |                |                    | <a href="#">10-K</a>      | <a href="#">5/31/2022</a>  | <a href="#">10.5</a> | <a href="#">8/25/2022</a>  |
| <a href="#">10.5</a>   | <a href="#">Note (Secured Disaster Loans), entered into by the Company, as Borrower, for the benefit of the U.S. Small Business Administration, as of May 18, 2020</a>  |                |                    | <a href="#">10-K</a>      | <a href="#">5/31/2022</a>  | <a href="#">10.6</a> | <a href="#">8/25/2022</a>  |
| <a href="#">10.6</a>   | <a href="#">Security Agreement, dated May 18, 2020, between the U.S. Small Business Administration and the Company</a>  |                |                    | <a href="#">10-K</a>      | <a href="#">5/31/2022</a>  | <a href="#">10.7</a> | <a href="#">8/25/2022</a>  |
| <a href="#">10.7</a>   | <a href="#">Equity Incentive Plan (March 2022)</a>  |                |                    | <a href="#">10-K</a>      | <a href="#">5/31/2022</a>  | <a href="#">10.8</a> | <a href="#">8/25/2022</a>  |
| <a href="#">10.8</a>   | <a href="#">Form of Option Award Agreement</a>  |                |                    | <a href="#">10-K</a>      | <a href="#">5/31/2022</a>  | <a href="#">10.9</a> | <a href="#">8/25/2022</a>  |
| <a href="#">10.9</a>   | <a href="#">Form of Stock Option Agreement</a>  |                | X                  |                           |                            |                      |                            |
| <a href="#">10.10</a>  | <a href="#">Form of Restricted Stock Grant Agreement</a>  |                | X                  |                           |                            |                      |                            |
| <a href="#">10.11</a>  | <a href="#">Form of Performance Restricted Stock Unit Agreement</a>   |                | X                  |                           |                            |                      |                            |
| <a href="#">10.12+</a> | <a href="#">Standard Industrial/Commercial Multi-Tenant Lease, dated November 9, 2022, between Vicky Lien and Reviv3 Procure Company</a>  |                |                    | <a href="#">10-Q</a>      | <a href="#">11/30/2022</a> | <a href="#">10.4</a> | <a href="#">1/10/2023</a>  |
| <a href="#">10.13</a>  | <a href="#">Form of Securities Purchase Agreement</a>   |                |                    | <a href="#">10-Q</a>      | <a href="#">11/30/2022</a> | <a href="#">10.5</a> | <a href="#">1/10/2023</a>  |
| <a href="#">10.14</a>  | <a href="#">Form of Securities Purchase Agreement</a>   |                |                    | <a href="#">8-K</a>       |                            | <a href="#">10.1</a> | <a href="#">3/3/2023</a>   |
| <a href="#">10.15</a>  | <a href="#">Executive Employment Agreement, dated April 24, 2023, by and between Reviv3 Procure Company and Monica Diaz Brickell</a>  |                |                    | <a href="#">8-K</a>       |                            | <a href="#">10.1</a> | <a href="#">4/27/2023</a>  |
| <a href="#">21.1</a>   | <a href="#">Subsidiaries of the Company</a>   |                |                    | <a href="#">10-K</a>      | <a href="#">5/31/2022</a>  | <a href="#">21.1</a> | <a href="#">8/25/2022</a>  |
| <a href="#">31.1</a>   | <a href="#">Certification of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>  | X              |                    |                           |                            |                      |                            |
| <a href="#">31.2</a>   | <a href="#">Certification of the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>  | X              |                    |                           |                            |                      |                            |
| <a href="#">32.1</a>   | <a href="#">Certification of the Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</a>  |                | X                  |                           |                            |                      |                            |
| <a href="#">32.2</a>   | <a href="#">Certification of the Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</a>  |                | X                  |                           |                            |                      |                            |
| 101                    | The following consolidated financial statements from the Annual Report on Form 10-K for the fiscal year ended May 31, 2023 are formatted in iXBRL (Inline eXtensible Business Reporting Language): (i) Balance Sheets, (ii) Statements of Operations, (iii) Statements of Changes in Stockholders' Equity, (iv) Statements of | X              |                    |                           |                            |                      |                            |

|     |  |   |
|-----|--|---|
|     | Cash Flows, and (v) the Notes to Financial Statements                                    |   |
| 104 | Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101) | X |

\* Management compensatory plan or arrangement.

+ The schedules and exhibits have been omitted pursuant to Item 601(a)(5) of Regulation S-K and the Company agrees to furnish to the SEC a copy of any omitted schedules or exhibits upon request.

**ITEM 16. FORM 10-K SUMMARY**

Not Applicable.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on this 21st day of August 2023.

**REVIV3 PROCARE COMPANY**

BY: /s/ Jeff Toghraie

Jeff Toghraie  
Chief Executive Officer and Chairman of the Board of Directors  
(principal executive officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

| <i>Signature</i>  | <i>Title</i>   | <i>Date</i>     |
|---|--|-----------------|
| <u>/s/ Jeff Toghraie</u><br>Jeff Toghraie               | Chief Executive Officer and Chairman of the Board of Directors (principal executive officer) | August 21, 2023 |
| <u>/s/ Monica Diaz Brickell</u><br>Monica Diaz Brickell | Chief Financial Officer (principal accounting officer and principal financial officer)       | August 21, 2023 |
| <u>/s/ Nancy Hundt</u><br>Nancy Hundt                   | Director   | August 21, 2023 |

REVIV3 PROCARE CO.  
 2022 EQUITY INCENTIVE PLAN  
**FORM OF STOCK OPTION AGREEMENT**

Unless otherwise defined herein, the terms in the Stock Option Agreement (the “**Option Agreement**”) have the same meanings as defined in the REVIV3 PROCARE CO. 2022 Equity Incentive Plan (as amended from time to time)(the “**Plan**”).

**I. NOTICE OF STOCK OPTION GRANT**

**Participant’s Name:** «Option Holder» (the “**Participant**”)

**Address:** \_\_\_\_\_

You have been granted an Option to purchase Common Stock of the Company (the “**Option**”), subject to the terms and conditions of the Plan and this Option Agreement, as follows:

**Grant Date:** «Grant Date»

**Vesting Commencement Date:** «Vesting Start Date»

**Exercise Price per Share:** \$ «Exercise Price»

**Total Number of Shares Granted:** «Options»

**Total Exercise Price:** «Aggregate Exercise Price»

**Type of Option:** «Incentive Stock Option/Nonqualified Stock Option»

**Expiration Date:** «Expiration Date»

**Vesting Schedule:** 1/4<sup>th</sup> of such Options vest on the first, second, third and fourth anniversaries of the Grant Date, subject to the terms hereof and the Plan.

To the extent vested, this Option will be exercisable for three (3) months following the Termination of Service of the Participant, unless termination is due to the Participant’s death or Disability, in which case this Option will be exercisable for twelve (12) months following the Termination of Service of the Participant. In the event of termination due to the Participant’s death, the Company shall use commercially reasonable efforts to notify the Participant’s estate of the exercisability of the Option following the Participant’s death. Notwithstanding the foregoing sentence, in no event may this Option be exercised following the Termination of Service of the Participant as determined by the Company’s Board to be for Cause or after the Expiration Date as provided above and this Option may be subject to earlier termination as provided in the Plan.

“**Cause**” has the meaning ascribed to such term or words of similar import in the Participant’s written employment or service contract with the Company or its parent or any subsidiary and, in the absence of such agreement or definition, means the Participant’s (i) conviction of, or plea of nolo contendere to, a felony or any other crime involving moral turpitude; (ii) fraud on or misappropriation of any funds or property of the Company or its subsidiaries, or any affiliate, customer or vendor; (iii) personal dishonesty, incompetence, willful misconduct, willful violation of any law, rule or regulation (other than minor traffic violations or similar offenses), or breach of fiduciary duty which involves personal profit; (iv) willful misconduct in connection with the Participant’s duties or willful failure to perform the Participant’s responsibilities in the best interests of the Company or its subsidiaries; (v) illegal use or distribution of drugs; (vi) violation of any material rule, regulation, procedure or policy of the Company or its subsidiaries, the violation of which could have a material detriment to the Company; or (vii) material breach of any provision of any employment, non-disclosure, non-competition, non-solicitation or other similar agreement executed by the Participant for the benefit of the Company or its subsidiaries, all as reasonably determined by the Company’s Board of Directors, which determination will be conclusive.

## Legends.

(a) All certificates representing the Shares issued upon exercise of this Option shall, prior to such date as the Plan and Common Stock hereunder are covered by a valid Form S-8 or similar U.S. federal registration statement, where applicable, have endorsed thereon the following legend:

**THE SECURITIES REPRESENTED BY THIS CERTIFICATE HAVE NOT BEEN REGISTERED OR QUALIFIED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED, OR THE SECURITIES LAWS OF ANY STATE OR OTHER JURISDICTION, AND MAY BE OFFERED AND SOLD ONLY IF REGISTERED AND QUALIFIED PURSUANT TO THE RELEVANT PROVISIONS OF U.S. FEDERAL, STATE AND FOREIGN SECURITIES LAWS OR IF THE COMPANY IS PROVIDED AN OPINION OF COUNSEL SATISFACTORY TO THE COMPANY THAT REGISTRATION AND QUALIFICATION UNDER U.S. FEDERAL, STATE AND FOREIGN SECURITIES LAWS IS NOT REQUIRED.**

(b) If the Option is an incentive stock option (ISO), then the following legend will be included:

**THE SHARES REPRESENTED BY THIS CERTIFICATE WERE ISSUED UPON EXERCISE OF AN INCENTIVE STOCK OPTION, AND THE COMPANY MUST BE NOTIFIED IF THE SHARES SHALL BE TRANSFERRED BEFORE THE LATER OF THE TWO (2) YEAR ANNIVERSARY OF THE DATE OF GRANT OF THE OPTION OR THE ONE (1) YEAR ANNIVERSARY OF THE DATE ON WHICH THE OPTION WAS EXERCISED. THE REGISTERED HOLDER MAY RECOGNIZE ORDINARY INCOME IF THE SHARES ARE TRANSFERRED BEFORE SUCH DATE.**

## II. AGREEMENT

1. Grant of Option. The Administrator grants to the Participant named in the Notice of Stock Option Grant in Part I of this Option Agreement, an Option to purchase the number of Shares set forth in the Notice of Stock Option Grant, at the exercise price per Share set forth in the Notice of Stock Option Grant (the "**Exercise Price**"), and subject to the terms and conditions of the Plan, which is incorporated herein by reference. In the event of a conflict between the terms and conditions of the Plan and this Option Agreement, the terms and conditions of the Plan prevail.

If designated in the Notice of Stock Option Grant as an Incentive Stock Option, this Option is intended to qualify as an Incentive Stock Option as defined in Code section 422. Nevertheless, to the extent that it exceeds the \$100,000 rule of Code section 422(d), this Option will be treated as a Non-Qualified Stock Option.

### 2. Exercise of Option.

(a) Right to Exercise. This Option is exercisable during its term in accordance with the Vesting Schedule set out in the Notice of Stock Option Grant and with the applicable provisions of the Plan and this Option Agreement.

(b) Method of Exercise. This Option is exercisable by (i) delivery of an exercise notice in the form attached as Exhibit A (the "**Exercise Notice**") or in a manner and pursuant to procedures as the Administrator may determine, which will state the election to exercise the Option, the number of Shares with respect to which the Option is being exercised, and other representations and agreements as may be required by the Company and (ii) paying the Company in full the aggregate Exercise Price as to all Shares being acquired, together with any applicable tax withholding.

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This Option will be deemed to be exercised upon receipt by the Company of a fully executed Exercise Notice accompanied by the aggregate Exercise Price, together with any applicable tax withholding.

No Shares will be issued pursuant to the exercise of an Option unless the issuance and exercise of Shares complies with Applicable Laws. Assuming compliance, for income tax purposes the Shares will be considered transferred to the Participant on the date on which the Option is exercised with respect to the Shares.

3. Method of Payment. The aggregate Exercise Price may be paid by any of the following, or a combination thereof, at the election of the Participant:

(a) cash;

(b) check;

(c) to the extent not prohibited by Section 402 of the Sarbanes-Oxley Act of 2002, a promissory note;

(d) other shares of Common Stock, provided Shares have a Fair Market Value on the date of surrender equal to the aggregate exercise price of the Shares as to which said Option will be exercised;

(e) by asking the Company to withhold Shares from the total Shares to be delivered upon exercise equal to the number of Shares having a value equal to the aggregate Exercise Price of the Shares being acquired;

(f) any combination of the foregoing methods of payment; or

(g) such other consideration and method of payment for the issuance of Shares to the extent permitted by Applicable Laws.

4. Restrictions on Exercise. This Option may not be exercised if the issuance of such Shares upon such exercise or the method of payment of consideration for such shares would constitute a violation of any Applicable Laws. The Company will be relieved of any liability with respect to any delayed issuance of shares or its failure to issue shares if such delay or failure is necessary to comply with Applicable Laws.

5. Non-Transferability of Option. This Option may not be transferred in any manner otherwise than by will or by the laws of descent or distribution and may be exercised during the lifetime of the Participant only by the Participant. The terms of the Plan and this Option Agreement are binding upon the executors, administrators, heirs, successors and assigns of the Participant.

6. Term of Option. This Option may be exercised only within the term set out in the Notice of Stock Option Grant, and may be exercised during the term only in accordance with the Plan and the terms of this Option.

7. Tax Obligations.

(a) Withholding Taxes. The Participant agrees to arrange for the satisfaction of all Federal, state, local and foreign income and employment tax withholding requirements applicable to the Option exercise. The Participant acknowledges and agrees that the Company may refuse to honor the exercise and refuse to deliver the Shares if withholding amounts are not delivered at the time of exercise.

(b) Notice of Disqualifying Disposition of ISO Shares. If the Option granted to the Participant is an Incentive Stock Option (“**ISO**”), and if the Participant sells or otherwise disposes of any of the Shares acquired pursuant to the ISO on or before the later of (i) the date two (2) years after the Grant Date, or (ii) the date one (1) year after the date of exercise, the Participant must immediately notify the Company of the disposition in writing. The Participant agrees that the Participant may be subject to income tax withholding by the Company on the compensation income recognized by the Participant.

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(c) Code Section 409A. Under Code section 409A, an Option that was granted with a per Share exercise price that is determined by the Internal Revenue Service (the “**IRS**”) to be less than the Fair Market Value of a Share on the Grant Date (a “**discount option**”) may be considered deferred compensation. An Option that is a discount option may result in (i) income recognition by the Participant prior to the exercise of the Option, (ii) an additional twenty percent (20%) tax, and (iii) potential penalty and interest charges. The Participant acknowledges that the Company cannot and has not guaranteed that the IRS will agree that the per Share Exercise Price of this Option equals or exceeds Fair Market Value of a Share on the Grant Date in a later examination. The Participant agrees that if the IRS determines that the Option was granted with a per Share exercise price that was less than the Fair Market Value of a Share on the Grant Date, the Participant will be solely responsible for any and all resulting tax consequences.

8. No Guarantee of Continued Service. THE PARTICIPANT ACKNOWLEDGES AND AGREES THAT THE VESTING OF SHARES PURSUANT TO THE VESTING SCHEDULE HEREOF IS EARNED ONLY BY CONTINUING AS AN EMPLOYEE OR DIRECTOR AT THE WILL OF THE COMPANY (OR THE PARENT OR SUBSIDIARY EMPLOYING OR RETAINING THE PARTICIPANT) AND NOT THROUGH THE ACT OF BEING HIRED, BEING GRANTED THIS OPTION OR ACQUIRING SHARES HEREUNDER. OPTIONEE FURTHER ACKNOWLEDGES AND AGREES THAT THIS OPTION AGREEMENT, THE TRANSACTIONS CONTEMPLATED HEREUNDER AND THE VESTING SCHEDULE SET FORTH HEREIN DO NOT CONSTITUTE AN EXPRESS OR IMPLIED PROMISE OF CONTINUED ENGAGEMENT AS AN EMPLOYEE OR DIRECTOR FOR THE VESTING PERIOD, FOR ANY PERIOD, OR AT ALL, AND WILL NOT INTERFERE IN ANY WAY WITH THE PARTICIPANT’S RIGHT OR THE RIGHT OF THE COMPANY (OR THE PARENT OR SUBSIDIARY EMPLOYING OR RETAINING OPTIONEE) TO TERMINATE OPTIONEE’S RELATIONSHIP AS AN EMPLOYEE OR DIRECTOR AT ANY TIME, WITH OR WITHOUT CAUSE.

9. Notices. All notices or other communications which are required or permitted hereunder will be in writing and sufficient if (i) personally delivered or sent by telecopy, (ii) sent by nationally-recognized overnight courier or (iii) sent by registered or certified mail, postage prepaid, return receipt requested, addressed as follows:

(a) if to the Participant, to the address (or telecopy number) set forth on the Notice of Stock Option Grant; and

(b) if to the Company, to its principal executive office as specified in any report filed by the Company with the Securities and Exchange Commission or to such address as the Company may have specified to the Participant in writing, Attention: Corporate Secretary;

or to any other address as the party to whom notice is to be given may have furnished to the other party in writing in accordance herewith. Any communication will be deemed to have been given (i) when delivered, if personally delivered, or when telecopied, if telecopied, (ii) on the first Business Day (as hereinafter defined) after dispatch, if sent by nationally-recognized overnight courier and (iii) on the fourth Business Day following the date on which the piece of mail containing the communication is posted, if sent by mail. As used herein, “**Business Day**” means a day that is not a Saturday, Sunday or a day on which banking institutions in the city to which the notice or communication is to be sent are not required to be open.

10. Specific Performance. The Participant expressly agrees that the Company will be irreparably damaged if the provisions of this Option Agreement and the Plan are not specifically enforced. Upon a breach or threatened breach of the terms, covenants and/or conditions of this Option Agreement or the Plan by the Participant, the Company will, in addition to all other remedies, be entitled to a temporary or permanent injunction, without showing any actual damage, and/or decree for specific performance, in accordance with the provisions hereof and thereof. The Administrator has the power to determine what constitutes a breach or threatened breach of this Option Agreement or the Plan. The Administrator’s determinations will be final and conclusive and binding upon the Participant.

11. No Waiver. No waiver of any breach or condition of this Option Agreement will be deemed to be a waiver of any other or subsequent breach or condition, whether of like or different nature.

12. Participant Undertaking. The Participant agrees to take whatever additional actions and execute whatever additional documents the Company may in its reasonable judgment deem necessary or advisable in order to carry out or effect one or more of the obligations or restrictions imposed on the Participant pursuant to the express provisions of this Option Agreement.

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13. Modification of Rights. The rights of the Participant are subject to modification and termination in certain events as provided in this Option Agreement and the Plan.

14. Governing Law. This Agreement is governed by, and construed in accordance with, the laws of the State of Texas, without giving effect to its conflict or choice of law principles that might otherwise refer construction or interpretation of this Agreement to the substantive law of another jurisdiction.

15. Counterparts; Facsimile Execution. This Option Agreement may be executed in one or more counterparts, each of which will be deemed to be an original, but all of which together constitute one and the same instrument. Facsimile execution and delivery of this Option Agreement is legal, valid and binding execution and delivery for all purposes.

16. Entire Agreement. The Plan, this Option Agreement, and upon execution, the Exercise Notice, constitute the entire agreement of the parties with respect to the subject matter hereof and supersede in their entirety all prior undertakings and agreements of the Company and the Participant with respect to the subject matter hereof, and may not be modified adversely to the Participant's interest except by means of a writing signed by the Company and the Participant.

17. Severability. In the event one or more of the provisions of this Option Agreement should, for any reason, be held to be invalid, illegal or unenforceable in any respect, such invalidity, illegality or unenforceability will not affect any other provisions of this Option Agreement, and this Option Agreement will be construed as if such invalid, illegal or unenforceable provision had never been contained herein.

18. WAIVER OF JURY TRIAL. THE OPTIONEE EXPRESSLY, IRREVOCABLY AND UNCONDITIONALLY WAIVES TRIAL BY JURY IN ANY LEGAL ACTION OR PROCEEDING RELATING TO THIS OPTION AGREEMENT AND FOR ANY COUNTERCLAIM THEREIN.

[Remainder of page left intentionally blank.]

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The Participant acknowledges receipt of a copy of the Plan and represents that he or she is familiar with the terms and provisions thereof, and accepts this Option subject to all of the terms and provisions thereof. The Participant has reviewed the Plan and this Option in their entirety, has had an opportunity to obtain the advice of counsel prior to executing this Option and fully understands all provisions of the Option. The Participant agrees to accept as binding, conclusive and final all decisions or interpretations of the Administrator upon any questions arising under the Plan or this Option. The Participant further agrees to notify the Company upon any change in the residence address indicated below.

**PARTICIPANT**

**REVIV3 PROCARE CO.**

**Signature** \_\_\_\_\_

**By:** \_\_\_\_\_

**Print Name:** «Option Holder»

**Print Name:** \_\_\_\_\_

**Address:** \_\_\_\_\_  
\_\_\_\_\_

**Address:** \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**Date Signed:** \_\_\_\_\_

**Date Signed:** \_\_\_\_\_

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**EXHIBIT A**

**REVIV3 PROCARE CO.**  
**2022 EQUITY INCENTIVE PLAN**  
**EXERCISE NOTICE**

REVIV3 PROCARE CO.

[Address]

Attention: REVIV3 PROCARE CO., Corporate Secretary

1. **Exercise of Option.** Effective as of today, \_\_\_\_\_, \_\_\_\_\_, the undersigned (the “**Participant**”) elects to exercise the Participant’s option to purchase \_\_\_\_\_ shares of the Common Stock (the “**Shares**”) of REVIV3 PROCARE CO. (the “**Company**”) under and pursuant to the REVIV3 PROCARE CO. 2023 Equity Incentive Plan (the “**Plan**”) and the Stock Option Agreement dated and effective \_\_\_\_\_ (the “**Option Agreement**”).
  2. **Delivery of Payment.** The Participant herewith delivers to the Company the full purchase price of the Shares, as set forth in the Option Agreement, and any and all withholding taxes due in connection with the exercise of the Option.
  3. **Representations of Participant.** The Participant acknowledges that the Participant has received, read and understood the Plan and the Option Agreement and agrees to abide by and be bound by their terms and conditions.
  4. **Rights as Stockholder.** Until the issuance of the Shares (as evidenced by the appropriate entry on the books of the Company or of a duly authorized transfer agent of the Company), no right to vote or receive dividends or any other rights as a stockholder exists with respect to the Optioned Stock, notwithstanding the exercise of the Option. Subject to the requirements of Section 6 below, the Shares will be issued to the Participant as soon as practicable after the Option is exercised in accordance with the Option Agreement. No adjustment will be made for a dividend or other right for which the record date is prior to the date of issuance except as provided in the Plan.
  5. **Tax Consultation.** The Participant understands that the Participant may suffer adverse tax consequences as a result of the Participant’s purchase or disposition of the Shares. The Participant represents that the Participant has consulted with any tax consultants the Participant deems advisable in connection with the purchase or disposition of the Shares and that the Participant is not relying on the Company for any tax advice.
  6. **Refusal to Transfer.** The Company will not (i) transfer on its books any Shares that have been sold or otherwise transferred in violation of any of the provisions of this Exercise Notice, or (ii) be required to treat as owner of such Shares or to accord the right to vote or pay dividends to any purchaser or other transferee to whom such Shares have been so transferred.
  7. **Successors and Assigns.** The Company may assign any of its rights under this Exercise Notice to single or multiple assignees, and this Exercise Notice inures to the benefit of the successors and assigns of the Company. Subject to the restrictions on transfer herein set forth, this Exercise Notice is binding upon the Participant and his or her heirs, executors, administrators, successors and assigns.
  8. **Interpretation.** Any dispute regarding the interpretation of this Exercise Notice will be submitted by the Participant or by the Company forthwith to the Administrator for review at its next regular meeting. The resolution of disputes by the Administrator will be final and binding on all parties.
  9. **Governing Law; Severability.** This Exercise Notice is governed by, and construed in accordance with, the laws of the State of Texas, without giving effect to its conflict or choice of law principles that might otherwise refer construction or interpretation of this Exercise to the substantive law of another jurisdiction. In the event that any provision hereof becomes or is declared by a court of competent jurisdiction to be illegal, unenforceable or void, this Exercise Notice will continue in full force and effect.
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10. Participant Representations.

(a) (With respect to a transaction occurring prior to such date as the Plan and Common Stock thereunder are covered by a valid Form S-8 or similar U.S. federal registration statement, the Participant agrees that in no event shall the Participant make a disposition of any of the Common Stock, unless and until: (i) the Participant shall have notified the Company of the proposed disposition and shall have furnished the Company with a statement of the circumstances surrounding the proposed disposition; and (ii) the Participant shall have furnished the Company with an opinion of counsel satisfactory to the Company to the effect that (A) such disposition will not require registration or qualification of such Common Stock under applicable U.S. federal, state or foreign securities laws or (B) appropriate action necessary for compliance with the U.S. federal, state or foreign securities laws has been taken; or (iii) the Company shall have waived, expressly and in writing, its rights under clauses (i) and (ii) of this Subsection.

(b) (The Participant understands that if a registration statement covering the Common Stock under the Securities Act is not in effect when the Participant desires to sell the Common Stock, the Participant may be required to hold the Common Stock for an indeterminate period. The Participant also acknowledges that the Participant understands that any sale of the Common Stock which might be made by the Participant in reliance upon Rule 144 under the Securities Act may be made only in limited amounts in accordance with the terms and conditions of that Rule.

11. Other Documents. The Participant hereby acknowledges receipt or the right to receive a document providing the information required by Rule 428(b)(1) promulgated under the Securities Act of 1933, as amended, including, but not limited to, the information required by Part I of Form S-8, if applicable.

12. Notices. Any notice required or permitted hereunder will be provided in writing and deemed effective if provided in the manner specified in the Option Agreement.

13. Further Instruments. The parties agree to execute any further instruments and to take any further action as may be reasonably necessary to carry out the purposes and intent of the Option Agreement and this Exercise Notice.

14. Entire Agreement. The Plan and Option Agreement are incorporated herein by reference. This Exercise Notice, the Plan, and the Option Agreement constitute the entire agreement of the parties with respect to the subject matter hereof and supersede in their entirety all prior undertakings and agreements of the Company and the Participant with respect to the subject matter hereof, and may not be modified adversely to the Participant's interest except by means of a writing signed by the Company and the Participant.

[Signature page follows.]

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Submitted by:

**PARTICIPANT**

Signature \_\_\_\_\_

Print Name: \_\_\_\_\_

Address: \_\_\_\_\_

Accepted by:

**REVIV3 PROCARE CO.**

By: \_\_\_\_\_

Print Name: \_\_\_\_\_

Date  
Received: \_\_\_\_\_

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**REVIV3 PROCARE CO.**  
**2022 EQUITY INCENTIVE PLAN**  
**NOTICE OF RESTRICTED STOCK GRANT**

Capitalized but otherwise undefined terms in this Notice of Restricted Stock Grant and the attached Restricted Stock Grant Agreement shall have the same defined meanings as in the REVIV3 PROCARE CO. 2022 Equity Incentive Plan (as amended from time to time)(the "**Plan**").

**Participant's Name:** \_\_\_\_\_ (the "**Participant**")

**Address:** \_\_\_\_\_

You have been granted Restricted Stock subject to the terms and conditions of the Plan and the attached Restricted Stock Grant Agreement, as follows:

**Date of Grant:** \_\_\_\_\_

**Vesting Commencement Date:** \_\_\_\_\_

**Price Per Share:** \_\_\_\_\_

**Total Number of Shares Granted:** \_\_\_\_\_

**Total Value of Shares Granted:** \_\_\_\_\_

**Total Purchase Price:** \_\_\_\_\_

**Agreement Date:** \_\_\_\_\_

**Vesting Schedule:** \_\_\_\_\_

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REVIV3 PROCARE CO.

2022 EQUITY INCENTIVE PLAN

RESTRICTED STOCK GRANT AGREEMENT

This **RESTRICTED STOCK GRANT AGREEMENT** ("**Agreement**"), dated as of the Agreement Date specified on the Notice of Restricted Stock Grant is made by and between REVIV3 PROCARE CO., a Delaware corporation (the "**Company**"), and the grantee named in the Notice of Restricted Stock Grant (the "**Participant**," which term as used herein shall be deemed to include any successor to Participant by will or by the laws of descent and distribution, unless the context shall otherwise require).

**BACKGROUND**

Pursuant to the Plan, the Board (or an authorized Committee thereof), approved the issuance to the Participant, effective as of the date set forth above, of an award of the number of shares of Restricted Stock as is set forth in the attached Notice of Restricted Stock Grant (which is expressly incorporated herein and made a part hereof, the "**Notice of Restricted Stock Grant**") at the purchase price per share of Restricted Stock (the "**Purchase Price**"), if any, set forth in the attached Notice of Restricted Stock Grant, upon the terms and conditions hereinafter set forth.

**NOW, THEREFORE**, in consideration of the mutual premises and undertakings hereinafter set forth, the parties agree as follows:

1. **Grant and Purchase of Restricted Stock**. The Company hereby grants to the Participant, and the Participant hereby accepts the Restricted Stock set forth in the Notice of Restricted Stock Grant, subject to the payment by the Participant of the total purchase price, if any, set forth in the Notice of Restricted Stock Grant.

2. **Stockholder Rights**.

(a) **Voting Rights**. Until such time as all or any part of the Restricted Stock are forfeited to the Company under this Agreement, if ever, the Participant (or any successor in interest) has the rights of a stockholder, including voting rights, with respect to the Restricted Stock subject, however, to the transfer restrictions or any other restrictions set forth in the Plan.

(b) **Dividends and Other Distributions**. During the period of restriction, the Participant is entitled to all regular cash dividends or other distributions paid with respect to all shares while they are so held. If any such dividends or distributions are paid in shares, such shares will be subject to the same restrictions on transferability and forfeitability as the Restricted Stock with respect to which they were paid.

3. **Vesting of Restricted Stock**.

(a) The Restricted Stock are restricted and subject to forfeiture until vested. The Restricted Stock which have vested and are no longer subject to forfeiture are referred to as "**Vested Shares**." All Restricted Stock which have not become Vested Shares are referred to as "**Nonvested Shares**."

(b) Restricted Stock will vest and become nonforfeitable in accordance with the vesting schedule contained in the Notice of Restricted Stock Grant.

(c) Any Nonvested Shares of the Participant will automatically vest and become nonforfeitable if the Participant's service with the Company ceases owing to the Participant's (a) death, (b) Disability, or (c) Retirement, unless the Board (or an authorized committee thereof) provides otherwise.

(d) In the event of a Change of Control, the Board (or an authorized committee thereof), in its discretion, may accelerate the time at which all or any portion of the Participant's Restricted Stock will vest.

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(e) Terms used in Section 3 and Section 4 have the following meanings:

(i) “**Cause**” has the meaning ascribed to such term or words of similar import in the Participant’s written employment or service contract with the Company or its subsidiaries and, in the absence of such agreement or definition, means the Participant’s (i) conviction of, or plea of nolo contendere to, a felony or crime involving moral turpitude; (ii) fraud on or misappropriation of any funds or property of the Company or its subsidiaries, or any affiliate, customer or vendor; (iii) personal dishonesty, incompetence, willful misconduct, willful violation of any law, rule or regulation (other than minor traffic violations or similar offenses), or breach of fiduciary duty which involves personal profit; (iv) willful misconduct in connection with the Participant’s duties or willful failure to perform the Participant’s responsibilities in the best interests of the Company or its subsidiaries; (v) illegal use or distribution of drugs; (vi) violation of any material rule, regulation, procedure or policy of the Company or its subsidiaries, the violation of which could have a material detriment to the Company; or (vii) material breach of any provision of any employment, non-disclosure, non-competition, non-solicitation or other similar agreement executed by the Participant for the benefit of the Company or its subsidiaries, all as reasonably determined by the Board of Directors of the Company, which determination will be conclusive.

(ii) “**Retirement**” means the Participant’s retirement from Company employ at or above the age 65 as determined in accordance with the policies of the Company or its subsidiaries, if any, in good faith by the Board of Directors of the Company, which determination will be final and binding on all parties concerned.

(f) Nonvested Shares may not be sold, transferred, assigned, pledged, or otherwise disposed of, directly or indirectly, whether by operation of law or otherwise. The restrictions set forth in this Section will terminate upon a Change of Control.

4. **Forfeiture of Nonvested Shares.** Except as provided herein, if the Participant’s service with the Company ceases for any reason other than the Participant’s (a) death, (b) Disability, or (c) Retirement, any Nonvested Shares will be automatically forfeited to the Company; provided, however, that the Board (or an authorized committee thereof) may cause any Nonvested Shares immediately to vest and become nonforfeitable if the Participant’s service with the Company is terminated by the Company without Cause.

(a) **Legend.** Each certificate representing Restricted Stock granted pursuant to the Notice of Restricted Stock Grant may bear a legend substantially as follows:

**“THE SALE OR OTHER TRANSFER OF THE SHARES REPRESENTED BY THIS CERTIFICATE, WHETHER VOLUNTARY, INVOLUNTARY OR BY OPERATION OF LAW, IS SUBJECT TO CERTAIN RESTRICTIONS ON TRANSFER AS SET FORTH IN THE REVIV3 PROCARE CO. 2022 EQUITY INCENTIVE PLAN AND IN A RESTRICTED SHARE GRANT AGREEMENT. A COPY OF SUCH PLAN AND SUCH AGREEMENT MAY BE OBTAINED FROM REVIV3 PROCARE CO. “**

(b) **Escrow of Nonvested Shares.** The Company has the right to retain the certificates representing Nonvested Shares in the Company’s possession until such time as all restrictions applicable to such shares have been satisfied.

(c) **Removal of Restrictions.** The Participant is entitled to have the legend removed from certificates representing Vested Shares.

5. **Recapitalizations, Exchanges, Mergers, Etc.** The provisions of this Agreement apply to the full extent set forth herein with respect to any and all shares of capital stock of the Company or successor of the Company which may be issued in respect of, in exchange for, or in substitution for the Restricted Stock by reason of any stock dividend, split, reverse split, combination, recapitalization, reclassification, merger, consolidation or otherwise which does not terminate this Agreement. Except as otherwise provided herein, this Agreement is not intended to confer upon any other person except the parties hereto any rights or remedies hereunder.

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## 6. Participant Representations.

The Participant represents to the Company the following:

(a) Restrictions on Transfer. The Participant acknowledges that the Restricted Stock to be issued to the Participant must be held indefinitely unless subsequently registered and qualified under the Securities Act of 1933, as amended (the “Securities Act”) or unless an exemption from registration and qualification is otherwise available. In addition, the Participant understands that the certificate representing the Restricted Stock will be imprinted with a legend which prohibits the transfer of such Restricted Stock unless they are sold in a transaction in compliance with the Securities Act or are registered and qualified or such registration and qualification are not required in the opinion of counsel acceptable to the Company.

(b) Relationship to the Company; Experience. The Participant either has a preexisting business or personal relationship with the Company or any of its officers, directors or controlling persons or, by reason of the Participant’s business or financial experience or the business or financial experience of the Participant’s personal representative(s), if any, who are unaffiliated with and who are not compensated by the Company or any affiliate or selling agent, directly or indirectly, has the capacity to protect the Participant’s own interests in connection with the Participant’s acquisition of the Restricted Stock to be issued to the Participant hereunder. The Participant and/or the Participant’s personal representative(s) have such knowledge and experience in financial, tax and business matters to enable the Participant and/or them to utilize the information made available to the Participant and/or them in connection with the acquisition of the Restricted Stock to evaluate the merits and risks of the prospective investment and to make an informed investment decision with respect thereto.

(c) Participant’s Liquidity. In reaching the decision to invest in the Restricted Stock, the Participant has carefully evaluated the Participant’s financial resources and investment position and the risks associated with this investment, and the Participant acknowledges that the Participant is able to bear the economic risks of the investment. the Participant (i) has adequate means of providing for the Participant’s current needs and possible personal contingencies, (ii) has no need for liquidity in the Participant’s investment, (iii) is able to bear the substantial economic risks of an investment in the Restricted Stock for an indefinite period and (iv) at the present time, can afford a complete loss of such investment. The Participant’s commitment to investments which are not readily marketable is not disproportionate to the Participant’s net worth and the Participant’s investment in the Restricted Stock will not cause the Participant’s overall commitment to become excessive.

(d) Access to Data. The Participant acknowledges that during the course of this transaction and before deciding to acquire the Restricted Stock, the Participant has been provided with financial and other written information about the Company. The Participant has been given the opportunity by the Company to obtain any information and ask questions concerning the Company, the Restricted Stock, and the Participant’s investment that the Participant felt necessary; and to the extent the Participant availed himself/herself of that opportunity, the Participant has received satisfactory information and answers concerning the business and financial condition of the Company in response to all inquiries in respect thereof.

(e) Risks. The Participant acknowledges and understands that (i) an investment in the Company constitutes a high risk, (ii) the Restricted Stock are highly speculative, and (iii) there can be no assurance as to what investment return, if any, there may be. The Participant is aware that the Company may issue additional securities in the future which could result in the dilution of the Participant’s ownership interest in the Company.

(f) Valid Agreement. This Agreement when executed and delivered by the Participant will constitute a valid and legally binding obligation of the Participant which is enforceable in accordance with its terms.

(g) Residence. The address set forth on the Notice of Restricted Stock Grant is the Participant’s current address and accurately sets forth the Participant’s place of residence.

(h) Tax Consequences. The Participant has reviewed with the Participant’s own tax advisors the federal, state, local and foreign tax consequences of this investment and the transactions contemplated by this Agreement. The Participant is relying solely on such advisors and not on any statements or representations of the Company or any of its agents. The Participant understands that the Participant (and not the Company) is responsible for the Participant’s own tax liability that may arise as a result of the transactions contemplated by this Agreement. The Participant understands that Section 83 of the Internal Revenue Code of 1986, as amended (the “Code”), taxes as ordinary income the difference between the purchase price for the Restricted Stock and the fair market value of the Restricted Stock as of the date any restrictions on the Restricted Stock lapse. The Participant understands that the Participant may elect to be taxed at the time the Restricted Stock is purchased rather than when and as the restrictions lapse by filing an election under Section 83(b) of the Code with the Internal Revenue Service within 30 days from the date of purchase. The form for making this election is attached as Exhibit A hereto.

THE PARTICIPANT ACKNOWLEDGES THAT IT IS THE PARTICIPANT’S SOLE RESPONSIBILITY AND NOT THE COMPANY’S TO FILE TIMELY ANY ELECTION UNDER SECTION 83(b), EVEN IF THE PARTICIPANT REQUESTS THE COMPANY OR ITS REPRESENTATIVES TO MAKE THIS FILING ON GRANTEE’S BEHALF.

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7. **No Employment Contract Created.** The issuance of the Restricted Stock is not to be construed as granting to the Participant any right with respect to continuance of employment or any service with the Company or any of its subsidiaries. The right of the Company or any of its subsidiaries to terminate at will the Participant's employment or terminate the Participant's service at any time (whether by dismissal, discharge or otherwise), with or without cause, is specifically reserved, subject to any other written employment or other agreement to which the Company and the Participant may be a party.

8. **Tax Withholding.** The Company has the power and the right to deduct or withhold, or require the Participant to remit to the Company, an amount sufficient to satisfy Federal, state and local taxes (including the Participant's FICA obligation) required by law to be withheld with respect to the grant and vesting of the Restricted Stock.

9. **Interpretation.** The Restricted Stock are being issued pursuant to the terms of the Plan, and are to be interpreted in accordance therewith. The Board (or an authorized committee thereof) will interpret and construe this Agreement and the Plan, and any action, decision, interpretation or determination made in good faith by the Board (or an authorized committee thereof) will be final and binding on the Company and the Participant.

10. **Notices.** All notices or other communications which are required or permitted hereunder will be in writing and sufficient if (i) personally delivered or sent by telecopy, (ii) sent by nationally-recognized overnight courier or (iii) sent by registered or certified mail, postage prepaid, return receipt requested, addressed as follows:

(a) if to the Participant, to the address (or telecopy number) set forth on the Notice of Grant; and

(b) if to the Company, to its principal executive office as specified in any report filed by the Company with the Securities and Exchange Commission or to such address as the Company may have specified to the Participant in writing, Attention: Corporate Secretary;

or to such other address as the party to whom notice is to be given may have furnished to the other party in writing in accordance herewith. Any such communication will be deemed to have been given (i) when delivered, if personally delivered, or when telecopied, if telecopied, (ii) on the first Business Day (as hereinafter defined) after dispatch, if sent by nationally-recognized overnight courier and (iii) on the fifth Business Day following the date on which the piece of mail containing such communication is posted, if sent by mail. As used herein, "**Business Day**" means a day that is not a Saturday, Sunday or a day on which banking institutions in the city to which the notice or communication is to be sent are not required to be open.

11. **Specific Performance.** The Participant expressly agrees that the Company will be irreparably damaged if the provisions of this Agreement and the Plan are not specifically enforced. Upon a breach or threatened breach of the terms, covenants and/or conditions of this Agreement or the Plan by the Participant, the Company will, in addition to all other remedies, be entitled to a temporary or permanent injunction, without showing any actual damage, and/or decree for specific performance, in accordance with the provisions hereof and thereof. The Board (or an authorized committee thereof) has the power to determine what constitutes a breach or threatened breach of this Agreement or the Plan. Any such determinations will be final and conclusive and binding upon the Participant.

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12. **No Waiver.** No waiver of any breach or condition of this Agreement will be deemed to be a waiver of any other or subsequent breach or condition, whether of like or different nature.

13. **Participant Undertaking.** The Participant hereby agrees to take whatever additional actions and execute whatever additional documents the Company may in its reasonable judgment deem necessary or advisable in order to carry out or effect one or more of the obligations or restrictions imposed on the Participant pursuant to the express provisions of this Agreement.

14. **Modification of Rights.** The rights of the Participant are subject to modification and termination in certain events as provided in this Agreement and the Plan.

15. **Governing Law.** This Agreement is governed by, and construed in accordance with, the laws of the State of Nevada, without giving effect to its conflict or choice of law principles that might otherwise refer construction or interpretation of this Agreement to the substantive law of another jurisdiction.

16. **Counterparts; Facsimile Execution.** This Agreement may be executed in one or more counterparts, each of which will be deemed to be an original, but all of which together will constitute one and the same instrument. Facsimile execution and delivery of this Agreement is legal, valid and binding execution and delivery for all purposes.

17. **Entire Agreement.** This Agreement (including the Notice of Restricted Stock Grant) and the Plan, constitute the entire agreement between the parties with respect to the subject matter hereof, and supersedes all previously written or oral negotiations, commitments, representations and agreements with respect thereto.

18. **Severability.** In the event one or more of the provisions of this Agreement should, for any reason, be held to be invalid, illegal or unenforceable in any respect, such invalidity, illegality or unenforceability will not affect any other provisions of this Agreement, and this Agreement will be construed as if such invalid, illegal or unenforceable provision had never been contained herein.

19. **WAIVER OF JURY TRIAL.** THE PARTICIPANT HEREBY EXPRESSLY, IRREVOCABLY AND UNCONDITIONALLY WAIVES TRIAL BY JURY IN ANY LEGAL ACTION OR PROCEEDING RELATING TO THIS AGREEMENT AND FOR ANY COUNTERCLAIM THEREIN.

[Signature Page Follows]

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IN WITNESS WHEREOF, the parties hereto have executed this Restricted Share Grant Agreement as of the date first written above.

REVIV3 PROCARE CO.

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

PARTICIPANT:

Name: \_\_\_\_\_

**SPOUSE'S CONSENT TO AGREEMENT**

**(Required where Participant resides in a community property state)**

I acknowledge that I have read the Agreement and the Plan and that I know and understand the contents of both. I am aware that my spouse has agreed therein to the imposition of certain forfeiture provisions and restrictions on transferability with respect to the Restricted Stock that are the subject of the Agreement, including with respect to my community interest therein, if any, on the occurrence of certain events described in the Agreement. I hereby consent to and approve of the provisions of the Agreement, and agree that I will abide by the Agreement and bequeath any interest in the Restricted Stock which represents a community interest of mine to my spouse or to a trust subject to my spouse's control or for my spouse's benefit or the benefit of our children if I predecease my spouse.

Dated: \_\_\_\_\_

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Print Name

\_\_\_\_\_

Exhibit A

ELECTION UNDER SECTION 83(b)
OF THE INTERNAL REVENUE CODE OF 1986

The undersigned taxpayer hereby elects, pursuant to Section 83(b) of the Internal Revenue Code of 1986, as amended, to include in the taxpayer's gross income or alternative minimum taxable income, as the case may be, for the current taxable year, as compensation for services the excess (if any) of the fair market value of the shares described below over the amount paid for those shares:

1. The name, address, social security number and taxable year of the undersigned are as follows:

Taxpayer Name:
Address:
Social Security Number:
Taxable Year:

2. The property with respect to which the election is made is described as follows: \_\_\_\_\_ shares (the "Shares") of the Common Stock of REVIV3 PROCARE CO., a Delaware corporation (the "Company").

3. The date on which the property was transferred is: \_\_\_\_\_, \_\_\_\_\_.

4. The property is subject to the following restrictions:

The Shares may not be transferred and are subject to forfeiture under the terms of an agreement between the taxpayer and the Company. These restrictions lapse upon the satisfaction of certain conditions contained in such agreement.

5. The fair market value of the property at the time of transfer (determined without regard to any restriction other than a nonlapse restriction as defined in § 1.83-3(h) of the Income Tax Regulations) is: \$ \_\_\_\_\_ per share x \_\_\_\_\_ shares = \$ \_\_\_\_\_.

6. For the property transferred, the undersigned paid \$ \_\_\_\_\_ per share x \_\_\_\_\_ shares = \$ \_\_\_\_\_.

7. The amount to include in gross income is \$ \_\_\_\_\_. [The result of the amount reported in Item 5 minus the amount reported in Item 6.]

The undersigned taxpayer will file this election with the Internal Revenue Service office with which taxpayer files his or her annual income tax return not later than 30 days after the date of transfer of the property. A copy of the election also will be furnished to the person for whom the services were performed. The undersigned is the person performing the services in connection with which the property was transferred.

The undersigned understands that the foregoing election may not be revoked except with the consent of the Commissioner.

Dated: \_\_\_\_\_, \_\_\_\_\_

The undersigned spouse of taxpayer joins in this election.

\_\_\_\_\_  
Taxpayer

Dated: \_\_\_\_\_, \_\_\_\_\_

\_\_\_\_\_  
Spouse of Taxpayer

REVIV3 PROCARE CO.

2022 EQUITY INCENTIVE PLAN

NOTICE OF RESTRICTED STOCK UNITS GRANT

Capitalized but otherwise undefined terms in this Notice of Restricted Stock Units Grant and the attached Restricted Stock Units Grant Agreement shall have the same defined meanings as in the REVIV3 PROCARE CO. 2022 Equity Incentive Plan (as amended from time to time) (the "Plan").

**Participant's Name:** \_\_\_\_\_ (the "Participant")

**Address:** \_\_\_\_\_

You have been granted Performance Shares (referred herein and in the attached Restricted Stock Units Grant Agreement as "Restricted Stock Units") subject to the terms and conditions of the Plan and the attached Restricted Stock Grant Agreement, as follows:

**Date of Grant:** \_\_\_\_\_

**Vesting Commencement Date:** \_\_\_\_\_

**Price Per Share:** \_\_\_\_\_

**Total Number of Shares Granted:** \_\_\_\_\_

**Total Value of Shares Granted:** \_\_\_\_\_

**Total Purchase Price:** \_\_\_\_\_

**Agreement Date:** \_\_\_\_\_

**Termination Date:** 10-year anniversary of the Date of Grant

**Vesting Schedule:** All RSUs Granted shall vest on the date of the listing of the Company's securities on a national securities exchange prior to the Termination Date (the "Vesting Date"), subject to Participant's continued employment with the Company through the one year anniversary of the Vesting Commencement Date set forth above (the "Employment Date").

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REVIV3 PROCARE CO.

2022 EQUITY INCENTIVE PLAN

RESTRICTED STOCK UNITS GRANT AGREEMENT

This **RESTRICTED STOCK UNITS GRANT AGREEMENT** (“**Agreement**”), dated as of the Agreement Date specified on the Notice of Restricted Stock Units Grant is made by and between REVIV3 PROCARE CO., a Delaware corporation (the “**Company**”), and the grantee named in the Notice of Restricted Stock Units Grant (the “**Participant**,” which term as used herein shall be deemed to include any successor to Participant by will or by the laws of descent and distribution, unless the context shall otherwise require).

**BACKGROUND**

Pursuant to the Plan, the Board (or an authorized Committee thereof), approved the issuance to the Participant, effective as of the date set forth above, of an award of Performance Shares (referred herein and in the Notice of Restricted Stock Units Grant as “**Restricted Stock Units**”) as is set forth in the attached Notice of Restricted Stock Units Grant (which is expressly incorporated herein and made a part hereof, the “**Notice of Restricted Stock Units Grant**”) at the purchase price per Restricted Stock Unit (the “**Purchase Price**”), if any, set forth in the attached Notice of Restricted Stock Units Grant, upon the terms and conditions hereinafter set forth.

**NOW, THEREFORE**, in consideration of the mutual premises and undertakings hereinafter set forth, the parties agree as follows:

1. **Grant and Purchase of Restricted Stock Units.** The Company hereby grants to the Participant, and the Participant hereby accepts the Restricted Stock Units set forth in the Notice of Restricted Stock Units Grant, subject to the payment by the Participant of the total purchase price, if any, set forth in the Notice of Restricted Stock Units Grant.

2. **Vesting of Restricted Stock Units.**

(a) The Restricted Stock Units will vest in accordance with the vesting schedule contained in the Notice of Restricted Stock Units Grant. In the event

(b) In the event of the death or termination without Cause of the Participant before the Employment Date, or a Change of Control of the Company before the Vesting Date, the Board (or an authorized committee thereof), in its discretion, may accelerate the time at which all or any portion of the Participant’s Restricted Stock Units will vest.

(c) For purposes of this Agreement, “**Cause**” has the meaning ascribed to such term or words of similar import in the Participant’s written employment or service contract with the Company or its subsidiaries and, in the absence of such agreement or definition, means the Participant’s (i) conviction of, or plea of nolo contendere to, a felony or crime involving moral turpitude; (ii) fraud on or misappropriation of any funds or property of the Company or its subsidiaries, or any affiliate, customer or vendor; (iii) personal dishonesty, incompetence, willful misconduct, willful violation of any law, rule or regulation (other than minor traffic violations or similar offenses), or breach of fiduciary duty which involves personal profit; (iv) willful misconduct in connection with the Participant’s duties or willful failure to perform the Participant’s responsibilities in the best interests of the Company or its subsidiaries; (v) illegal use or distribution of drugs; (vi) violation of any material rule, regulation, procedure or policy of the Company or its subsidiaries, the violation of which could have a material detriment to the Company; or (vii) material breach of any provision of any employment, non-disclosure, non-competition, non-solicitation or other similar agreement executed by the Participant for the benefit of the Company or its subsidiaries, all as reasonably determined by the Board of Directors of the Company, which determination will be conclusive.

3. **Settlement.** If the Restricted Stock Units vest prior to the Termination Date, subject to compliance with Section 8, the Company shall deliver to the Participant the number of Restricted Stock Units that have vested in Shares (less the number of Shares to be deducted pursuant to Section 8, if applicable) no later March 15 of the calendar year immediately following the calendar year that includes the Vesting Date (or in the event of vesting due to the Participant’s death or termination without Cause, or a Change in Control, no later March 15 of the calendar year immediately following the calendar year that includes the date of the Participant death or termination without Cause, or the Change in Control or such other earlier date on which the Restricted Stock Units vest for any reason).

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4. **Stockholder Rights.** Until the issuance of the Shares (as evidenced by the appropriate entry on the books of the Company or of a duly authorized transfer agent of the Company), no right to vote or receive dividends or any other rights as a stockholder exists with respect to the Stock underlying the Restricted Stock Units. Subject to the requirements of Section 3, the Shares will be issued to the Participant as soon as practicable after the vesting of the Restricted Stock Units in accordance with the Agreement. No adjustment will be made for a dividend or other right for which the record date is prior to the date of issuance except as provided in the Plan.

5. **Non-Transferability.** The Restricted Stock Units may not be transferred in any manner otherwise than by will or by the laws of descent or distribution and may be exercised during the lifetime of the Participant only by the Participant. The terms of the Plan and this Agreement are binding upon the executors, administrators, heirs, successors and assigns of the Participant.

6. **Term of Restricted Stock Units.** If the Restricted Stock Units do not vest before the Termination Date, the Restricted Stock Units will be permanently forfeited and no longer capable of vesting.

7. **No Employment Contract Created.** The issuance of the Restricted Stock Units is not to be construed as granting to the Participant any right with respect to continuance of employment or any service with the Company or any of its subsidiaries. The right of the Company or any of its subsidiaries to terminate at will the Participant's employment or terminate the Participant's service at any time (whether by dismissal, discharge or otherwise), with or without cause, is specifically reserved, subject to any other written employment or other agreement to which the Company and the Participant may be a party.

8. **Tax Withholding.** The Company has the power and the right to deduct or withhold, or require the Participant to remit to the Company, an amount sufficient to satisfy Federal, state and local taxes (including the Participant's FICA obligation) required by law to be withheld with respect to the vesting or settlement of the Restricted Stock Units. The Participant agrees to arrange for the satisfaction of all Federal, state, local and foreign income and employment tax withholding requirements applicable to the vesting and settlement of the Restricted Stock Units. The Participant may choose to satisfy such Federal, state, local and foreign income and employment tax withholding requirements by instructing the Company to deduct a number Shares with a fair market value equal to amount of the required tax withholding. The Participant acknowledges and agrees that the Company may refuse to deliver the Shares if withholding amounts are not timely delivered and that any delay in settlement may have adverse tax consequences to the Participant.

9. **Interpretation.** The Restricted Stock Units are being issued pursuant to the terms of the Plan, and are to be interpreted in accordance therewith. The Board (or an authorized committee thereof) will interpret and construe this Agreement and the Plan, and any action, decision, interpretation or determination made in good faith by the Board (or an authorized committee thereof) will be final and binding on the Company and the Participant.

10. **Notices.** All notices or other communications which are required or permitted hereunder will be in writing and sufficient if (i) personally delivered or sent by telecopy, (ii) sent by nationally-recognized overnight courier or (iii) sent by registered or certified mail, postage prepaid, return receipt requested, addressed as follows:

(a) if to the Participant, to the address (or telecopy number) set forth on the Notice of Grant; and

(b) if to the Company, to its principal executive office as specified in any report filed by the Company with the Securities and Exchange Commission or to such address as the Company may have specified to the Participant in writing, Attention: Corporate Secretary;

or to such other address as the party to whom notice is to be given may have furnished to the other party in writing in accordance herewith. Any such communication will be deemed to have been given (i) when delivered, if personally delivered, or when telecopied, if telecopied, (ii) on the first Business Day (as hereinafter defined) after dispatch, if sent by nationally-recognized overnight courier and (iii) on the fifth Business Day following the date on which the piece of mail containing such communication is posted, if sent by mail. As used herein, "**Business Day**," means a day that is not a Saturday, Sunday or a day on which banking institutions in the city to which the notice or communication is to be sent are not required to be open.

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11. **Specific Performance.** The Participant expressly agrees that the Company will be irreparably damaged if the provisions of this Agreement and the Plan are not specifically enforced. Upon a breach or threatened breach of the terms, covenants and/or conditions of this Agreement or the Plan by the Participant, the Company will, in addition to all other remedies, be entitled to a temporary or permanent injunction, without showing any actual damage, and/or decree for specific performance, in accordance with the provisions hereof and thereof. The Board (or an authorized committee thereof) has the power to determine what constitutes a breach or threatened breach of this Agreement or the Plan. Any such determinations will be final and conclusive and binding upon the Participant.

12. **No Waiver.** No waiver of any breach or condition of this Agreement will be deemed to be a waiver of any other or subsequent breach or condition, whether of like or different nature.

13. **Participant Undertaking.** The Participant hereby agrees to take whatever additional actions and execute whatever additional documents the Company may in its reasonable judgment deem necessary or advisable in order to carry out or effect one or more of the obligations or restrictions imposed on the Participant pursuant to the express provisions of this Agreement.

14. **Modification of Rights.** The rights of the Participant are subject to modification and termination in certain events as provided in this Agreement and the Plan.

15. **Governing Law.** This Agreement is governed by, and construed in accordance with, the laws of the State of Nevada, without giving effect to its conflict or choice of law principles that might otherwise refer construction or interpretation of this Agreement to the substantive law of another jurisdiction.

16. **Counterparts; Facsimile Execution.** This Agreement may be executed in one or more counterparts, each of which will be deemed to be an original, but all of which together will constitute one and the same instrument. Facsimile execution and delivery of this Agreement is legal, valid and binding execution and delivery for all purposes.

17. **Entire Agreement.** This Agreement (including the Notice of Restricted Stock Units Grant) and the Plan, constitute the entire agreement between the parties with respect to the subject matter hereof, and supersedes all previously written or oral negotiations, commitments, representations and agreements with respect thereto.

18. **Severability.** In the event one or more of the provisions of this Agreement should, for any reason, be held to be invalid, illegal or unenforceable in any respect, such invalidity, illegality or unenforceability will not affect any other provisions of this Agreement, and this Agreement will be construed as if such invalid, illegal or unenforceable provision had never been contained herein.

19. **WAIVER OF JURY TRIAL.** THE PARTICIPANT HEREBY EXPRESSLY, IRREVOCABLY AND UNCONDITIONALLY WAIVES TRIAL BY JURY IN ANY LEGAL ACTION OR PROCEEDING RELATING TO THIS AGREEMENT AND FOR ANY COUNTERCLAIM THEREIN.

20. **Code Section 409A.** The Restricted Stock Units are intended to be exempt from Code section 409A pursuant to the short-term deferral exemption thereto, and the Plan and this Agreement will be interpreted and administered consistent with such intention. Notwithstanding the foregoing, the Participant acknowledges that the Company cannot and has not guaranteed that the IRS will agree that the Restricted Stock Units qualify for the exemption from Code section 409A. The Participant agrees that if the IRS determines that the Restricted Stock Units do not qualify for an exemption from Code section 409A and violate the requirements of such section, the Participant will be solely responsible for any and all resulting tax consequences.

[Signature Page Follows]

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IN WITNESS WHEREOF, the parties hereto have executed this Restricted Stock Units Grant Agreement as of the date first written above.

REVIV3 PROCARE CO.

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

PARTICIPANT:

Name: \_\_\_\_\_

**SPOUSE'S CONSENT TO AGREEMENT**

**(Required where Participant resides in a community property state)**

I acknowledge that I have read the Agreement and the Plan and that I know and understand the contents of both. I am aware that my spouse has agreed therein to the imposition of certain forfeiture provisions and restrictions on transferability with respect to the Restricted Stock Units that are the subject of the Agreement, including with respect to my community interest therein, if any, on the occurrence of certain events described in the Agreement. I hereby consent to and approve of the provisions of the Agreement, and agree that I will abide by the Agreement and bequeath any interest in the Restricted Stock Units which represents a community interest of mine to my spouse or to a trust subject to my spouse's control or for my spouse's benefit or the benefit of our children if I predecease my spouse.

Dated: \_\_\_\_\_

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Print Name

\_\_\_\_\_



**CERTIFICATION PURSUANT TO RULE 13a-14(a)/15d-14(a), AS ADOPTED  
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Jeff Toghraie, certify that:

1. I have reviewed this annual report on Form 10-K of Reviv3 Procure Company
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 21, 2023

By: /s/ Jeff Toghraie  
Name: Jeff Toghraie  
Title: Chief Executive Officer (principal executive officer)

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**CERTIFICATION PURSUANT TO RULE 13a-14(a)/15d-14(a), AS ADOPTED  
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Monica Diaz Brickell, certify that:

1. I have reviewed this annual report on Form 10-K of Reviv3 Procure Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 21, 2023

By: /s/ Monica Diaz Brickell  
Name: Monica Diaz Brickell  
Title: Chief Financial Officer (principal accounting officer and principal financial officer)

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**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report on Form 10-K of Reviv3 Procare Company (the "Company") for the year ended May 31, 2023 (the "Report"), I, Jeff Toghraie, Chief Executive Officer, certify as follows:

- A) the Report fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934, as amended (15 U.S.C. 78m or 78o(d)), and
- B) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of the dates and for the periods covered by the Report.

This statement is authorized to be attached as an exhibit to the Report so that this statement will accompany the Report at such time as the Report is filed with the Securities and Exchange Commission, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350. Pursuant to Securities and Exchange Commission Release 33-8238, dated June 5, 2003, this certification is being furnished and shall not be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or incorporated by reference in any registration statement of the Company filed under the Securities Act of 1933, as amended, except to the extent that the Company specifically incorporates it by reference. A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

Date: August 21, 2023

By: /s/ Jeff Toghraie  
Name: Jeff Toghraie  
Title: Chief Executive Officer (principal executive officer)

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**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report on Form 10-K of Reviv3 Procare Company (the “Company”) for the year ended May 31, 2023 (the “Report”), I, Monica Diaz Brickell, Chief Financial Officer, certify as follows:

- A) the Report fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934, as amended (15 U.S.C. 78m or 78o(d)), and
- B) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of the dates and for the periods covered by the Report.

This statement is authorized to be attached as an exhibit to the Report so that this statement will accompany the Report at such time as the Report is filed with the Securities and Exchange Commission, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350. Pursuant to Securities and Exchange Commission Release 33-8238, dated June 5, 2003, this certification is being furnished and shall not be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or incorporated by reference in any registration statement of the Company filed under the Securities Act of 1933, as amended, except to the extent that the Company specifically incorporates it by reference. A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

Date: August 21, 2023

By: /s/ Monica Diaz Brickell

Name: Monica Diaz Brickell

Title: Chief Financial Officer (principal accounting officer  
and principal financial officer)

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