

FOUR RIVER VENTURES LTD.
CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)
SIX MONTHS ENDED JULY 31, 2016
(Unaudited)

FOUR RIVER VENTURES LTD.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION
AS AT
 (Expressed in Canadian Dollars)
 (Unaudited)

	Notes	July 31, 2016	January 31, 2016 (Audited)
ASSETS			
Current			
Cash		\$ 59,381	\$ 3,669
GST receivable		<u>210</u>	<u>495</u>
		\$ 59,591	\$ 4,164

LIABILITIES AND SHAREHOLDERS' DEFICIENCY

Current			
Trade and other payables	4,6	\$ 523,837	\$ 598,985
Loans payable	7	<u>59,460</u>	<u>58,263</u>
		<u>583,297</u>	<u>657,248</u>
Shareholders' deficiency			
Share capital	5	5,040,575	4,886,825
Reserves	5	2,507,400	2,507,400
Deficit		<u>(8,071,681)</u>	<u>(8,047,309)</u>
		<u>(523,706)</u>	<u>(653,084)</u>
		\$ 59,591	\$ 4,164

Nature of operations and going concern (Note 1)

Proposed transaction (Note 9)

Approved and authorized by the Board on September 29, 2016:

<u>"Jason Leikam"</u>	Director	<u>"Alistair MacLennan"</u>	Director
Jason Leikam		Alistair MacLennan	

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

FOUR RIVER VENTURES LTD.**CONDENSED CONSOLIDATED INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS**

(Expressed in Canadian Dollars)

(Unaudited)

	Notes	Three Months Ended July 31, 2016	Three Months Ended July 31, 2015	Six Months Ended July 31, 2016	Six Months Ended July 31, 2015
Expenses					
Administrative, office and miscellaneous		\$ 629	\$ 121	\$ 1,127	\$ 468
Foreign exchange (gain) loss		4,204	-	(7,869)	-
Professional fees	6	10,012	7,535	17,700	20,349
Shareholder communications		-	-	1,816	-
Transfer agent and filing fees		<u>6,516</u>	<u>9,299</u>	<u>10,401</u>	<u>23,339</u>
		(21,361)	(16,955)	(23,175)	(44,156)
Other items					
Interest expense	7	(605)	(605)	(1,197)	(1,205)
Recovery of GST receivable previously written off		<u>-</u>	<u>6,055</u>	<u>-</u>	<u>21,055</u>
Loss and comprehensive loss for the period		\$ (21,966)	\$ (11,505)	\$ (24,372)	\$ (24,306)
Loss per common share – basic and diluted					
		\$ (0.00)	\$ (0.01)	\$ (0.01)	\$ (0.01)
Weighted average number of common shares outstanding – basic and diluted					
		5,072,900	1,997,900	4,211,224	1,997,900

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

FOUR RIVER VENTURES LTD.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS
SIX MONTHS ENDED
(Expressed in Canadian Dollars)
(Unaudited)

	July 31, 2016	July 31, 2015
CASH FLOWS FROM OPERATING ACTIVITIES		
Loss for the period	\$ (24,372)	\$ (24,306)
Item not involving cash:		
Interest expense	1,197	1,205
Foreign exchange gain	(7,869)	-
Changes in non-cash working capital items:		
Decrease in receivables	285	1,165
Decrease in trade and other payables	<u>(67,279)</u>	<u>(11,528)</u>
Net cash used in operating activities	<u>(98,038)</u>	<u>(33,464)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Shareholder loan payable	-	34,448
Proceeds from shares issued	<u>153,750</u>	<u>-</u>
Net cash provided by financing activities	<u>153,750</u>	<u>34,448</u>
Increase in cash during the period	55,712	984
Cash, beginning of period	<u>3,669</u>	<u>4,712</u>
Cash, end of period	<u>\$ 59,381</u>	<u>\$ 5,696</u>

There were no non-cash investing or financing transactions during the six months ended July 31, 2016 and 2015.

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

FOUR RIVER VENTURES LTD.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN SHAREHOLDERS' DEFICIENCY
(Expressed in Canadian Dollars)
(Unaudited)

	Share Capital		Reserves		
	Number	Amount	Options	Deficit	Total
Balance at January 31, 2015	1,997,900	\$ 4,886,825	\$ 2,507,400	\$ (8,037,325)	\$ (643,100)
Loss and comprehensive loss for the period	-	-	-	(24,306)	(24,306)
Balance at July 31, 2015	1,997,900	\$ 4,886,825	\$ 2,507,400	\$ (8,061,631)	\$ (667,406)
Balance at January 31, 2016	1,997,900	\$ 4,886,825	\$ 2,507,400	\$ (8,047,309)	\$ (653,084)
Loss and comprehensive loss for the period	-	-	-	(24,372)	(24,372)
Shares issued for private placement	3,075,000	153,750	-	-	153,750
Balance at July 31, 2016	5,072,900	\$ 5,040,575	\$ 2,507,400	\$ (8,071,681)	\$ (523,706)

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

FOUR RIVER VENTURES LTD.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

JULY 31, 2016

(Expressed in Canadian Dollars)

(Unaudited)

1. NATURE OF OPERATIONS AND GOING CONCERN

Four River Ventures Ltd. (the “Company”) was incorporated under the Business Corporations Act of British Columbia and is currently seeking opportunities within the mineral exploration sector. During July, 2015, the Company’s listing was transferred from the TSX Venture Exchange (the “TSX-V”) to the NEX Board under the symbol FFC.H.

The Company’s head office and principal address is suite 545 – 999 Canada Place, Vancouver, BC, V6C 3E1 and its registered and records office is suite 2900 – 595 Burrard Street, Vancouver, British Columbia, Canada, V7X 1J5.

These unaudited condensed consolidated interim financial statements have been prepared by management on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. At July 31, 2016, the Company has a deficit of \$8,071,681 (January 31, 2016 - \$8,047,309) and has incurred losses since inception. The Company has not generated any revenue and has incurred ongoing losses to date. These uncertainties may cast significant doubt about the Company’s ability to continue as a going concern. A number of alternatives are being evaluated with the objective of funding ongoing activities and obtaining additional working capital. The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing and to commence profitable operations in the future and repay its liabilities arising from normal business operations as they become due (Note 5).

These unaudited condensed consolidated interim financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence.

2. STATEMENT OF COMPLIANCE AND BASIS OF PREPARATION

Statement of compliance with International Financial Reporting Standards (“IFRS”)

These unaudited condensed consolidated interim financial statements, including comparatives, have been prepared in accordance with International Accounting Standard 34 “Interim Financial Reporting” (“IAS 34”) using accounting policies consistent with the International Financial Reporting Standards (“IFRS”) issued by the International Accounting Standards Board (“IASB”) and Interpretations of the IFRS Interpretations Committee.

These unaudited condensed consolidated interim financial statements do not include all of the information required of a full annual financial report and is intended to provide users with an update in relation to events and transactions that are significant to an understanding of the changes in financial position and performance of the Company since the end of the last annual reporting period. It is therefore recommended that this financial report be read in conjunction with the annual consolidated financial statements of the Company for the year ended January 31, 2016.

Approval of the financial statements

These unaudited condensed consolidated interim financial statements for the six months ended July 31, 2016 were reviewed by the Company’s Audit Committee and approved and authorized for issue by the Company’s Board of Directors on September 29, 2016.

FOUR RIVER VENTURES LTD.**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

JULY 31, 2016

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3. ACCOUNTING STANDARDS ISSUED BUT NOT YET EFFECTIVE

The Company has not early adopted this standard, which is effective for annual periods beginning on or after January 1, 2018, and is assessing the impact that this standard will have on its financial statements:

- a) IFRS 9 Financial Instruments (new; to replace IAS 39 and IFRIC 9).

Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or not expected to have a significant impact on the Company's unaudited condensed consolidated interim financial statements.

4. TRADE AND OTHER PAYABLES

Trade and other payables are as follows:

	July 31, 2016	January 31, 2016
Trade payables (Note 6)	\$ 523,837	\$ 589,985
Accrued liabilities	<u>-</u>	<u>9,000</u>
	<u>\$ 523,837</u>	<u>\$ 598,985</u>

5. SHARE CAPITAL AND RESERVES

- a) Authorized share capital

The authorized share capital of the Company is an unlimited number of common shares without par value and an unlimited number of preferred shares without par value. All issued shares, consisting only of common shares, are fully paid.

- b) Issued share capital

During the year ended January 31, 2016, the Company completed a 20-old for 1-new share consolidation. All common shares, options, warrants and per share figures have been retroactively restated to reflect the consolidation.

- c) Private placement

During the six months ended July 31, 2016, the Company completed a non-brokered private placement for total proceeds of \$153,750 through the issuance of 3,075,000 units. Each unit was priced at \$0.05 per unit and is comprised of one common share in the capital of the Company and one share purchase warrant. Each share purchase warrant will enable the holder to acquire one additional common share of the Company at a price of \$0.075 per share, expiring March 22, 2017.

FOUR RIVER VENTURES LTD.**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

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5. SHARE CAPITAL AND RESERVES (cont'd)

d) Stock options

The Company has an incentive stock option plan in place under which it is authorized to grant options to directors and employees to acquire up to 10% of the Company's issued and outstanding common shares. Under the plan, the exercise price of each option may not be less than the market price of the Company's stock as calculated on the date of grant less the applicable discount. The options can be granted for a maximum term of 5 years and vesting periods are determined by the Board of Directors.

There were no stock options granted during the six months ended July 31, 2016 or during the year ended January 31, 2016.

As at July 31, 2016, the Company had outstanding stock options enabling the holders to acquire common shares as follows:

Number of Options	Exercise Price	Expiry Date
55,000	\$ 7.00	August 30, 2016 ⁽¹⁾

⁽¹⁾subsequently expired unexercised

Stock option transactions are summarized as follows:

	Number of Options	Exercise Price
Balance, January 31, 2015	77,500	\$ 7.00
Cancelled	(7,500)	7.00
Balance, January 31, 2016	70,000	\$ 7.00
Cancelled	(15,000)	7.00
Balance, July 31, 2016	55,000	\$ 7.00
Number of options currently outstanding and exercisable ⁽¹⁾	55,000	\$ 7.00

⁽¹⁾subsequently expired unexercised

As at July 31, 2016, the remaining life of the options outstanding was 0.08 years.

FOUR RIVER VENTURES LTD.**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

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5. SHARE CAPITAL AND RESERVES (cont'd)

e) Warrants

Warrant transactions are summarized as follows:

	Number of Warrants	Weighted Average Exercise Price
Balance, January 31, 2015 and 2016	359,140	\$ 4.00
Issued	<u>3,075,000</u>	0.075
Balance, July 31, 2016	<u>3,434,140</u>	\$ 0.49
Number of warrants currently outstanding and exercisable	<u>3,434,140</u>	\$ 0.49

At July 31, 2016, the Company had outstanding warrants entitling the holders to acquire additional common shares as follows:

Number of Shares	Exercise Price	Expiry Date
359,140	\$4.00	September 4, 2017
3,075,000	\$0.075	March 22, 2017
<u>3,434,140</u>		

As at July 31, 2016, the remaining life of the warrants outstanding was 0.69 years.

f) Reserves

The reserves account consists of share-based payment reserve which records items recognized as stock-based compensation expense until such time that the stock options are exercised, at which time the corresponding amount will be transferred to share capital, as well as the value of warrants issued in conjunction with private placements.

6. RELATED PARTY TRANSACTIONS

During the six months ended July 31, 2016, the Company entered into the following transaction with a related party:

- Incurred \$15,000 (2015 - \$15,000) for professional fees paid or accrued to a company associated with the Chief Financial Officer of the Company.

As at July 31, 2016, recorded in trade and other payables is \$491,182 (January 31, 2016 - \$549,303) due to directors, officers and significant shareholders, and to companies associated with or controlled by directors, officers and significant shareholders of the Company. These amounts owing are non-interest bearing, unsecured and do not have a fixed term of repayment (Note 4).

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6. RELATED PARTY TRANSACTIONS (cont'd)

Key management personnel compensation (including senior officers and directors of the Company):

	July 31, 2016	July 31, 2015
Short-term benefits	\$ 15,000	\$ 15,000

7. LOANS PAYABLE

During the year ended January 31, 2016, the Company received a loan of \$34,448 from a related party. The loan is non-interest bearing, unsecured and has no fixed terms of repayment.

During the year ended January 31, 2015, the Company received \$20,000 from a director of the Company pursuant to a loan agreement. The loan bears interest at 12% per annum and is unsecured. As at July 31, 2016, the Company has accrued interest expense of \$5,012 (January 31, 2016 - \$3,815) in conjunction with this loan.

8. FINANCIAL RISK AND CAPITAL MANAGEMENT

Fair value estimates of financial instruments are made at a specific point in time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair values.

The carrying value of cash, trade payables and loans approximate their fair value because of the short-term nature of these instruments.

The following is an analysis of the Company's financial instrument assets measured at fair value:

	As at July 31, 2016		
	Level 1	Level 2	Level 3
Cash	\$ 59,381	\$ -	\$ -

	As at January 31, 2016		
	Level 1	Level 2	Level 3
Cash	\$ 3,669	\$ -	\$ -

Financial risk factors

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

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8. FINANCIAL RISK AND CAPITAL MANAGEMENT (cont'd)**Financial risk factors (cont'd)***Credit risk*

Credit risk is the risk of loss associated with counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash and receivables. The Company's primary exposure to credit risk is on its cash held in bank accounts. Cash is deposited in bank accounts held with one major bank in Canada. There is a concentration of credit risk, which is managed by using a major bank that is a high credit quality financial institution as determined by rating agencies. Management believes that the credit risk with respect to cash and receivables is low because receivables are due primarily from government agencies and cash is held with reputable Canadian financial institutions. Credit risk is assessed as low.

Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when they come due. As at July 31, 2016, the Company had a cash balance of \$59,381 (January 31, 2016 - \$3,669) to settle current liabilities of \$583,297 (January 31, 2016 - \$657,248). To maintain liquidity, the Company is continually investigating financing opportunities (Note 5). There can be no assurance these efforts will be successful in the future. All of the Company's financial liabilities are subject to normal trade terms. Liquidity risk is assessed as high.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

a) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to interest rate risk on its cash balances as these instruments roll over daily.

b) Foreign currency risk

The Company is exposed to foreign currency risk as some of its trade and other payables are denominated in US Dollars (USD). The Company has not entered into any agreements or purchased any instruments to hedge possible currency risks at this time.

The Company's foreign currency risk exposures is as follows:

	July 31, 2016		January 31, 2016	
	USD	CAD	USD	CAD
Trade and other payables	\$87,000	\$113,417	\$87,000	\$113,735

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JULY 31, 2016

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8. FINANCIAL RISK AND CAPITAL MANAGEMENT (cont'd)

Capital management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the acquisition and development of exploration and evaluation assets and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk. In the management of capital, the Company includes the components of shareholders' equity.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue debt or acquire or dispose of assets.

In order to facilitate the management of its capital requirements, the Company prepares annual expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions. The annual and updated budgets are approved by the Board of Directors.

The Company currently is not subject to externally imposed capital requirements. There were no changes in the Company's approach to capital management from January 31, 2016.

9. PROPOSED TRANSACTION

The Company has entered into a letter of intent, dated Aug. 8, 2016, as amended, relating to the acquisition of Canabo Medical Corp. ("Canabo"), a private corporation existing under the laws of Canada. The principal business carried on and intended to be carried on by Canabo is the operation of medical clinics for evaluating the suitability of, prescribing and monitoring cannabinoid treatments for patients suffering from chronic pain and disabling illnesses. The transaction will be effected through an exchange of securities with all of the security holders of Canabo.

Subsequent to July 31, 2016, Canabo completed a private placement equity financing to raise \$3,457,500, by the issuance of 6,915,000 common shares of Canabo at an offering price of \$0.50 per share. Finders' fees of 7% and 10% broker's warrants were payable in connection with the private placement as permitted under the policies of the exchange.

As a condition of the proposed transaction, the Company proposes to complete a share consolidation on the basis of two old common shares of the Company for one new common share of the Company.

Pursuant to the terms of the acquisition, the Company will acquire all of the issued securities and control of Canabo, and as consideration, the Company will issue approximately 27,546,900 common shares (post-consolidation) to the security holders of Canabo, representing approximately 91.6% of the issued and outstanding common shares of the Company after completion of the acquisition on the basis of approximately one common share of the Company for each one common share of Canabo outstanding.

The completion of the transaction is expected to occur on the day that is the seventh business day following the satisfaction or waiver of the conditions precedent, or such other date as mutually agreed to by the Company and Canabo, but in any event no later than December 31, 2016.

The transaction is subject to due diligence by both parties and regulatory and shareholder approvals.