

Current Report Pursuant to the Pink Basic Disclosure Guidelines

REVIUM RECOVERY, INC.

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Closing of the Share Exchange

On July 23, 2024, Reviium Recovery Inc., a Delaware corporation (the “Company”), consummated the share exchange transaction (the “Share Exchange”) contemplated by the Stock Exchange Agreement, dated November 14, 2023 (the “Share Exchange Agreement”), by and among the Company, LipoVation Ltd., a company organized under the laws of the State of Israel (“LipoVation”), and all shareholders of LipoVation (the “LipoVation Shareholders”). As a result of the consummation of the Share Exchange, LipoVation became a wholly owned subsidiary of the Company.

LipoVation has exclusive license rights to develop and market a range of novel Nano-Liposomal Particles (NLP)-based medicines including:

- Novel formulation of a potent antibiotic which shows promise in combating several life-threatening antibiotic-resistant bacteria and fungal infections which have no treatment today
- Novel adjuvant to cancer therapies
- Liposomal Protein-Loaded Technology (LPLT)

Such exclusive license rights were acquired by LipoVation pursuant to the license and research agreements with Yissum Research Development Company of the Hebrew University of Jerusalem, Ltd., dated November 24, 2022, as amended on October 25, 2023, from Prof. Yehezkel Barenholz, a world renown expert in the field of nanoparticles-based delivery systems.

Pursuant to the terms and provisions of the Share Exchange Agreement, effective as of the closing (the “Effective Time”), the Company acquired all of the issued and outstanding capital stock of LipoVation from the LipoVation Shareholders, in exchange for the issuance of an aggregate of 23,171,638 shares of common stock of the Company (the “Exchange Shares”) to LipoVation Shareholders, with each LipoVation Shareholder receiving a pro rata portion of the Exchange Shares based on their ownership in LipoVation immediately prior to the Effective Time, in consideration of their contribution to the Company of all of the outstanding capital stock of LipoVation.

The Exchange Shares, representing approximately 40% of the issued and outstanding shares of the Company’s Common Stock post closing, will be issued pursuant to exemptions from registration requirements under Section 4(a)(2) of the Securities Act of 1933, as amended (the “Securities Act”), Rule 506(b) of Regulation D and/or Regulation S promulgated thereunder, as not involving any public offering. None of the securities were sold through an underwriter and, accordingly, there were no underwriting discounts or commissions involved. At the time of their issuance, the Exchange Shares were deemed to be restricted securities for the purpose of the Securities Act and will bear restrictive legends to that effect.

The Share Exchange did not result in the change of control of the Company, and all directors or officers of the Company will continue serving the Company in the same positions they served the Company immediately prior to the Effective Time.

Certification

The undersigned hereby certifies the following:

1. I have reviewed this Current Report of Revium Recovery, Inc.
2. Based on my knowledge, this Current 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 information covered by this Current Report.

Dated: July 29, 2024

Signature:

/s/ Inna Martin

Inna Martin

Chief Executive Officer

A handwritten signature in black ink, appearing to read 'Inna Martin', with a long, sweeping flourish extending to the right.