

**NOTICE OF CHANGE IN CORPORATE STRUCTURE**  
**Pursuant to Section 4.9 of National Instrument 51-102**  
**Continuous Disclosure Obligations**

**Item 1 Names of the Parties to the Transaction**

Bradstone Capital Corp. (formerly HPB Investments Inc.) (“Bradstone Capital”)

**Item 2 Description of the Transaction**

Effective as of December 31, 2015, Bradstone Capital completed the acquisition of Bradstone Financial Corp. (“Bradstone Financial”) pursuant to a three-cornered amalgamation between the Bradstone Capital, its wholly-owned subsidiary 2457104 Ontario Inc. Bradstone Financial (the “Amalgamation”).

Effective December 31, 2015 and as approved at the shareholder meeting of Bradstone Capital held on September 8, 2015, the Corporation:

- a) changed its name to Bradstone Capital Corp. (the “Name Change”);
- b) changed the composition of its Board of Directors to Chris Carmichael, Jason Ewart, Michael Allen and Alec Regis;
- c) appointed Chris Carmichael as Chief Executive Officer;
- d) consolidated its 15,780,000 common shares on a twelve (12) for one basis resulting in 1,315,000 new common shares (the “Consolidated Common Shares”);
- e) created new series of shares including subordinate voting shares (the “SV Shares”), multiple voting shares (the “MV Shares”) and preference shares;
- f) converted the Consolidated Common Shares into 1,315,000 SV Shares;
- g) issued 1,565,757 SV Shares in shares for debt transactions with Bradstone Capital’s director Michael Allen and Bradstone Capital’s former director Harry Blum;
- h) issued 17,335,578 SV Shares and 8,667,353 MV Shares to Bradstone Financial shareholders (effective December 31, 2015, the date that Bradstone Financial became a reporting issuer, Fountain Asset, who owned 100% of Bradstone Financial in the form of 17,335,578 subordinate voting shares and 8,667,353 multiple voting shares, exchanged those shares on a one for one basis with Fountain Asset shareholders who owned 17,335,578 Fountain Asset Class A Preferred Shares and 8,667,353 Fountain Asset Class B Preferred Shares);
- i) changed its registered address to 273 Tweed Street, Cobourg, Ontario, K9A 2R8.

As a result of the Amalgamation, the issued and outstanding capital of the Company consists of 20,216,335 SV Shares and 8,667,353 MV Shares.

There were no other changes in the corporate structure of the Company and there was no change to the Company’s financial year end or interim and annual reporting periods.

**Item 3 Effective Date of the Transaction**

December 31, 2015

**Item 4 Names of Each Party, if any, that Ceased to be a Reporting Issuer after the Transaction and of each Continuing Entity**

Not applicable.

**Item 5 Date of the Reporting Issuer's First Financial Year-End after the Transaction, if applicable**

Not applicable. No change in financial year-end.

**Item 6 The Periods, including comparative periods, if any, of the Interim and Annual Financial Statements Required to be Filed for the Reporting Issuer's First Financial Year after the Transaction, if applicable**

Not applicable. No change in interim and annual reporting periods.

**Item 7 Documents filed under NI 51-102 that describe the Transaction**

The Company filed a material change report on SEDAR in respect of the foregoing matters on January 4, 2016. The Company disseminated and filed on SEDAR a news release dated January 4, 2016 disclosing the effective date of the Name Change.

On August 17, 2015, the Company filed on SEDAR its management information circular, dated August 7, 2015, in respect of the special meeting of its shareholders held on September 8, 2015 at which meeting the shareholders approved the Name Change.