

**CARPINCHO CAPITAL CORP.**  
**(formerly High Income Preferred Shares Corporation)**

**NOTICE OF CHANGE IN CORPORATE STRUCTURE  
PURSUANT TO  
SECTION 4.9 OF NATIONAL INSTRUMENT 51-102**

**Item 1: Names of the parties to the transaction.**

High Income Preferred Shares Corporation (the "Corporation")

**Item 2: Description of the transaction.**

Pursuant to Articles of Amendment issued under the *Canada Business Corporations Act*: (i) the name of the Corporation was changed from High Income Preferred Shares Corporation to Carpincho Capital Corp.; and (ii) each issued and outstanding Class A Share was reclassified as 5,000 common shares.

**Item 3: Effective date of the transaction.**

January 27, 2011.

**Item 4: Names of each party that ceased to be a reporting issuer subsequent to the transaction and of each continuing entity.**

Carpincho Capital Corp. is the continuing reporting issuer.

**Item 5: Date of reporting issuer's first financial year-end subsequent to the transaction.**

No change.

**Item 6: Periods of the interim and annual financial statements required to be filed for the reporting issuer's first financial year subsequent to the transaction.**

No change.

**Item 7: Documents filed describing the transaction and where those documents can be found in electronic format.**

Articles of Amendment of the Corporation in connection with the name change and share reclassification can be found on SEDAR under "Carpincho Capital Corp."

DATED as of the 9<sup>th</sup> day of February, 2011.