

## **CHANGE IN CORPORATE STRUCTURE NOTICE UNDER NATIONAL INSTRUMENT 51-102**

This is a Change in Corporate Structure Notice Under Section 4.9 of National Instrument 51-102.

### **ITEM 1: NAMES OF THE PARTIES TO THE TRANSACTION**

Corazon Gold Corp., formerly known as ReMac Zinc Corp. (the “Company”)  
ReMac Zinc Development Corp. (“ReMac”)  
Corazon Exploraciones S.A. (“Coexsa”)  
0887398 B.C. Ltd. (“0887398”)  
0887406 B.C. Ltd. (“0887406”)

### **ITEM 2: DESCRIPTION OF THE TRANSACTION**

On January 14, 2011 ReMac completed the acquisition of all of the issued and outstanding shares of 0887398 on the basis of one share for each share of 0887398 pursuant to a share exchange agreement dated October 6, 2010 among 0887398, its shareholders, 0887406 and Coexsa, its subsidiary. 0887398 owned 99.9% of the issued and outstanding shares of Coexsa and 0887406 owned the remaining .1% of the issued and outstanding shares of Coexsa. As a result 0887398 and 0887406 became wholly owned subsidiaries of ReMac and ReMac holds indirectly 100% of the issued and outstanding shares of Coexsa. Following the share exchange, the shareholders of 0887398 held a controlling interest in ReMac and therefore the transaction was accounted for as a reverse takeover, with 0887398 being the deemed acquirer of the net assets of ReMac.

Upon the completion of the transaction, the Company has granted a 2% net smelter returns royalty to Kevin Torudag and Patrick Brauckmann, both shareholders of the Company.

Concurrently with the completion of the transaction, ReMac completed a financing involving the issuance of 12,875,000 common shares at a price of \$0.20 per common share and 7,437,500 common shares at a price of \$.40 per common share for aggregate gross proceeds of \$5,550,000 and net proceeds of \$5,349,696. ReMac issued 1,250,000 common shares as finder’s fee in connection with the closing of the transaction.

On January 18, 2011, ReMac changed its name to Corazon Gold Corp. and the common shares trade under the symbol CGW as a Tier 2 Issuer on the TSX-V.

### **ITEM 3: EFFECTIVE DATE OF THE TRANSACTION**

January 14, 2011

**ITEM 4: NAME OF EACH PARTY THAT CEASED TO BE A REPORTING ISSUER AFTER THE TRANSACTION AND OF EACH CONTINUING PARTY**

- (i) ReMac Zinc Development Corp. – continued as a reporting issuer under the name Corazon Gold Corp.
- (ii) Corazon Exploraciones S.A. – continued to exist as an indirect wholly owned subsidiary of the Company.
- (iii) 0887398 B.C. Ltd. – continued to exist as a wholly owned subsidiary of the Company.
- (iv) 0887406 B.C. Ltd. – continued to exist as a wholly owned subsidiary of the Company.

**ITEM 5: DATE OF REPORTING ISSUER'S FIRST FINANCIAL YEAR-END AFTER THE TRANSACTION**

The first financial year-end of Corazon Gold Corp. will be December 31, 2011.

**ITEM 6: PERIODS, INCLUDING THE 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**

The first interim financial statements required to be filed for Corazon Gold Corp. are for the period from the date of the transaction, January 14, 2011 to March 31, 2011, which will include consolidated interim statements of: financial position; comprehensive loss; cash flows; changes in shareholders' equity; and notes thereof.

The comparative periods included are for the period from inception on February 26, 2010 to March 31, 2010; and for the year ended December 31, 2010.

The first annual financial statements required to be filed for Corazon Gold Corp. are for the period from the date of the transaction, January 14, 2011 to December 31, 2011, which will include consolidated interim statements of: financial position; comprehensive loss; cash flows; changes in shareholders' equity; and notes thereof.

The comparative periods included are for the period from February 26, 2010 to December 31, 2010.

**ITEM 7: DOCUMENTS FILED UNDER NI 51-102 THAT DESCRIBED THE TRANSACTION AND WHERE THOSE DOCUMENTS CAN BE FOUND IN ELECTRONIC FORMAT**

A News release dated and sedar-filed on January 18, 2011; and an information circular dated November 2, 2011 and filed November 16, 2011 can both be found at [www.sedar.com](http://www.sedar.com) under the profile for Corazon Gold Corp.

**ITEM 8: EXECUTIVE OFFICER**

Patrick Brauckmann  
Chief Executive Officer  
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