

## **NOTICE OF CHANGE IN CORPORATE STRUCTURE**

pursuant to Section 4.9 of National Instrument 51-102

**To:** BC Securities Commission  
Alberta Securities Commission  
Ontario Securities Commission  
Canadian Securities Exchange

### **Introduction**

Acana Capital Corp. is filing this Notice of Change in Corporate Structure pursuant to Section 4.9 of National Instrument 51-102 – *Continuous Disclosure Obligations*. Acana Capital Corp. has completed a Plan of Arrangement (the “**Arrangement**”) under Part 9 Division 5 of the *Business Corporations Act* (British Columbia).

### **Parties to the Arrangement**

The parties to the Arrangement are the parent company, Acana Capital Corp. (“**Acana**” or the “**Company**”), and its subsidiaries, JG Wealth Management Corporation. (“**JG Wealth**”) and Ameri-Can Agri Co. Inc. (“**Ameri-Can**”).

### **Description of the Arrangement**

The shareholders of Acana (the “**Acana Shareholders**”) approved the Arrangement between Acana and its subsidiaries, JG Wealth and Ameri-Can, at the special meeting of Acana Shareholders held on September 22, 2014. The Supreme Court of BC approved the Arrangement on October 10, 2014.

The Arrangement involved a number of steps, more fully described in Acana's information circular (the “**Acana Circular**”). As a result of the Arrangement, Acana created two new classes of shares, being an unlimited number of New Common Shares and an unlimited number of Class A Preferred Shares; Pursuant to the Arrangement Acana would issue 30,646,672 common shares to Acana Shareholders on a one share for one share basis for each of JG Wealth and Ameri-Can. JG Wealth would acquire all of Acana's interest in and to the equity portfolio and its Canadian real estate. Ameri-Can would acquire all of Acana's interest in its US real estate. The common shares of Acana continue to trade on the Canadian Securities Exchange (“**CSE**”).

### **Effective Date**

The change in corporate structure is effective as of January 22, 2015. Shareholders of record on October 10, 2014 (the “**Record Date**”) will receive shares of each of JG Wealth and Ameri-Can.

### **Reporting Issuers and Continuing Entities**

No party ceased to be a reporting issuer after the Arrangement.

All three companies will continue to exist. Acana Capital Corp. was a reporting issuer prior to the Arrangement and remains a reporting issuer after the Arrangement.

JG Wealth was not a reporting issuer prior to the Arrangement, but has become a reporting issuer as a result of the Arrangement.

Ameri-Can was not a reporting issuer prior to the Arrangement, but has become a reporting issuer as a result of the Arrangement.

### **Financial Reporting Periods**

#### **Acana Capital Corp.**

**Date of Incorporation: June 18, 2007**

**Year End: September 30**

The Company's first year end subsequent to the transaction will be September 30, 2015.

The first year's filings that will occur subsequent to the transaction are as follows:

<b>Period</b>		<b>Comparative Period</b>
First Quarter	December 31, 2014	December 31, 2013
Second Quarter	March 31, 2015	March 31, 2014
Third Quarter	June 30, 2015	June 30, 2014
Fourth Quarter	September 30, 2015	September 30, 2014

#### **JG Wealth Management Corporation**

**Date of Incorporation: November 29, 2007**

**Year End: September 30**

The Company's first year end subsequent to the transaction will be September 30, 2015

The first year's filings that will occur subsequent to the transaction are as follows:

<u>Period</u>		<u>Comparative Period</u>
First Quarter	December 31, 2015	Not Applicable
Second Quarter	March 31, 2015	Not Applicable
Third Quarter	June 30, 2015	Not Applicable
Annual	September 30, 2015	Not Applicable

#### **Ameri-Can Agri Co., Inc.**

**Date of Incorporation: October 17, 2014**

**Year End: September 30**

The Company's first year end subsequent to the transaction will be September 30, 2015

The first year's filings that will occur subsequent to the transaction are as follows:

<u>Period</u>		<u>Comparative Period</u>
First Quarter	December 31, 2015	Not Applicable
Second Quarter	March 31, 2015	Not Applicable
Third Quarter	June 30, 2015	Not Applicable
Annual	September 30, 2015	Not Applicable

**Applicable Filings under National Instrument 51-102 – Continuous Disclosure Obligations**

A management information circular that describes the Arrangement in detail was mailed to the Acana shareholders and posted on SEDAR under Acana's profile.

News releases were disseminated on September 17, 2014, October 14, 2014 and January 22, 2015 describing the Arrangement and providing updates on the progress of the Arrangement.