

## AMENDED NOTICE OF CHANGE IN CORPORATE STRUCTURE

### *National Instrument 51-102 – Section 4.9*

#### **Item 1 Names of the parties to the transaction**

Haltain Developments Corp. (“Haltain”)  
0924885 B.C. Ltd. (“BC0924885”)  
Auxellence Health Corporation (formerly 0924888 B.C. Ltd.) (“Auxellence”)  
0924891 B.C. Ltd. (“BC0924891”)

#### **Item 2 Description of the transaction**

Haltain has completed a plan of arrangement (the “Arrangement”) with its wholly owned subsidiaries, BC0924885, Auxellence and BC0924891. Pursuant to the Arrangement, Haltain transferred all of its interest in and to the letter of intent with Hypr Sunscreens Corporation to BC0924885; all of its interest in and to a letter of intent with C&C Cosmeceuticals Corporation to Auxellence; and all of its interest in and to a letter of intent with Au Plastics & Polymers Manufacturing Inc. to BC0924891. In exchange, the Haltain shareholders of record as at June 3, 2013 received 1,512,683 common shares from each of BC0924885 and Auxellence, which number is equal to the number of issued and outstanding common shares of Haltain at the time of the share distribution date, multiplied by the conversion factor. Management of Haltain has determined that the push out of the BC0924891 shares will occur at a later date. Haltain received shareholder approval to the Arrangement at a special meeting of shareholders held on December 9, 2011, and received final approval to the Arrangement from the Supreme Court of British Columbia on January 10, 2012.

Also pursuant to the Arrangement, Haltain announced a proposed horizontal amalgamation (the “Amalgamation”) with an arm’s length party, Sharpshooter Resources Ltd. (“Sharpshooter”), pursuant to which the amalgamated company continues the business and operations of Sharpshooter under the name “Sharpshooter Resources Ltd.”. Management of Haltain has determined not to proceed with the proposed Amalgamation until a later date.

#### **Item 3 Effective date of the transaction**

Management of Haltain confirms that the share distribution occurred on June 3, 2013.

#### **Item 4 Names of each party, if any, that ceased to be a reporting issuer subsequent to the transaction and name of the continuing entities**

Haltain continues to be a reporting issuer in the provinces of British Columbia, Alberta, and Ontario. No party ceased to be a reporting issuer subsequent to the Arrangement. As of the effective date of the Arrangement, BC0924885 and Auxellence became reporting issuers in the provinces of British Columbia, Alberta, and Ontario.

#### **Item 5 The date of the reporting issuer’s first financial year-end after the Arrangement**

BC0924885 – October 31  
Auxellence – October 31

#### **Item 6 The periods, including the comparative periods, if any, of the interim and annual financial statements required to be filed for the reporting issuers’ first financial year after the Arrangement**

BC0924885 prepared an unaudited pro forma consolidated balance sheet as at July 31, 2011, which financial information was included in the information circular of Haltain dated November 17, 2011 and filed on SEDAR on November 22, 2011. As such, BC0924885 is required to file interim financial

statements for the periods ended October 31, 2011, January 31, 2012, July 31, 2012, October 31, 2012, and January 31, 2013, and annual financial statements for its first financial year ended April 30, 2012.

Auxellence prepared an unaudited pro forma consolidated balance sheet as at July 31, 2011, which financial information was included in the information circular of Haltain dated November 17, 2011 and filed on SEDAR on November 22, 2011. As such, Auxellence is required to file interim financial statements for the periods ended October 31, 2011, January 31, 2012, July 31, 2012, October 31, 2012, and January 31, 2013, and annual financial statements for its first financial year ended April 30, 2012.

Haltain prepared unaudited interim financial statements for the period from May 10, 2011 to July 31, 2011, which financial information was included in the information circular of Haltain dated November 17, 2011 and filed on SEDAR on November 22, 2011. As such, Haltain has filed unaudited interim financial statements for the period ended October 31, 2011, January 31, 2012, July 31, 2012, October 31, 2012, and January 31, 2013, and audited financial statements for the year ended April 30, 2012.

**Item 7 Documents filed under National Instrument 51-102 that describe the Arrangement and where those documents can be found in electronic format**

Please refer to the information circular of Haltain dated November 17, 2011 and filed on SEDAR ([www.sedar.com](http://www.sedar.com)) on November 22, 2011. Please also refer to the Arrangement Agreement between Haltain, BC0924885, Auxellence, BC0924891 and the shareholders of Haltain, which is attached as Schedule B to the information circular.

**DATED** at Vancouver, British Columbia as of this 17<sup>th</sup> day of June, 2013.

**HALTAIN DEVELOPMENTS CORP.**

Per: \_\_\_\_\_ *“Ronald Miles”*  
Ronald Miles, President