

## AMENDED NOTICE OF CHANGE IN CORPORATE STRUCTURE

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

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

Auxellence Health Corporation (“**Auxellence**”formerly 0924888 B.C. Ltd.)  
0961896 B.C. Ltd. (“**BC0961896**”)  
C&C Cosmeceuticals Corporation (“**C&C**”)

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

On June 19, 2013, Auxellence Health Corporation (“Auxellence”formerly 0924888 B.C. Ltd.), and its wholly owned subsidiary, 0961896 B.C. Ltd. (“BC0961896”), completed a three-cornered amalgamation (the “Transaction”) pursuant to the terms of an amalgamation agreement dated May 21, 2013, whereby BC0961896 and C&C Cosmeceuticals Corporation (C&C) amalgamated to create a new private company (“**Amalgamated C&C**”), which continued to be a wholly owned subsidiary of Auxellence and the former shareholders of C&C received common shares of Auxellence. The Transaction was approved unanimously by the shareholders of C&C by written consent resolution and Auxellence issued 39,825,000 common shares of Auxellence to the former shareholders holding common shares of C&C on a 1.25 for 1 basis. After the Transaction, the former shareholders of C&C became owners of more than 50% of the issued and outstanding share capital of Auxellence. Accordingly, the Transaction is a reverse takeover transaction and a restructuring transaction as defined in NI 51-102.

In addition, on May 29, 2013, 0924888 BC Ltd. completed a name change to Auxellence Health Corporation to better reflect the business of the Company.

Further details of the Transaction are set out in Auxellence Health Corporation’s material change report dated July 10, 2013, which was filed by Auxellence Health Corporation on SEDAR and available at [www.sedar.com](http://www.sedar.com).

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

June 19, 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**

C&C and BC0961896 were both private companies and after the amalgamation Amalgamated C&C will remain a private company. Auxellence will continue to be a reporting issuer in British Columbia, Alberta and Ontario.

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

June 30, 2013

#### **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**

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.

The Company (pre-Amalgamation) has filed Annual Audited Financial Statements for the year ended October 31, 2012 and interim financial statements for the Company for the periods, January 31, 2012, April 30, 2012. The Company has also filed as part of the material documents in connection with the material change report dated July 10, 2013 the annual financial statements for C&C (the private company that merged with BC0961896, to become Amalgamed C&C as a wholly owned subsidiary of Auxellence). In addition the Company has filed the nine months interim financial statements of C&C as part of the material documents in connection with the material change report

Subsequently, the Company will file Annual Audited Financial Statements for year ended June 30, 2013 compared to Annual Audited Financial Statements for year ended June 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 material change report of Auxellence Health Corporation dated July 10, 2013 which is filed and available on SEDAR ([www.sedar.com](http://www.sedar.com)) as of July 10, 2013.

**DATED:** September 26, 2013.