

SUPREME COURT  
OF BRITISH COLUMBIA  
VANCOUVER REGISTRY

JUN 13 2014

ENTERED Form 35 (Rules 8-4 (1), 13-1 (3), 17-1 (2) and 25-9 (2) )



S143669  
No. ~~G-143350~~  
Vancouver Registry

**IN THE SUPREME COURT OF BRITISH COLUMBIA**

IN THE MATTER OF SECTIONS 288 to 299 of the *BUSINESS CORPORATIONS ACT*, S.B.C.  
2002, C. 57, as AMENDED

- AND -

IN THE MATTER OF THE PROPOSED ARRANGEMENT AMONG AUXELLECE HEALTH CORPORATION, 1001876 BC LTD., 1001875 BC LTD., 1001872 BC LTD. AND 1001886 BC LTD. (collectively, the "Companies") and THE SHAREHOLDERS OF AUXELLECE HEALTH CORPORATION

AUXELLECE HEALTH CORPORATION

PETITIONER

**ORDER MADE AFTER APPLICATION**

BEFORE } THE HONOURABLE MR. JUSTICE  
          } G.C. WEATHERILL } June 13, 2014

*Kevin A. McLean, Barrister and Solicitor, Counsel for Au*

ON THE APPLICATION of the Petitioner, coming on for hearing on June 13, 2014, and on hearing *McLean, Lo & Ayling* for the Petitioner, at 800 Smithe Street, Vancouver, British Columbia and no one appearing on behalf of any other person affected; and upon reading the filed court materials and on one appearing on behalf of the shareholders of the Petitioner.

AND UPON considering the fairness to the parties affected thereby of the terms and conditions of the Arrangement as defined in the Arrangement and of the transactions contemplated by the Arrangement; and

AND UPON being advised that it is the intention of the Petitioner to rely on Section 3(a)(10) of the *United States Securities Act* of 1933 and that the declaration of the fairness of, and the approval of, the arrangement contemplated in the Arrangement by this Honourable Court will serve as the basis for an exemption from the registration requirements of the *United States Securities Act* of 1933, as amended, pursuant to section 3(a)(10) thereof, for the issuance of securities contemplated in connection with the Arrangement.

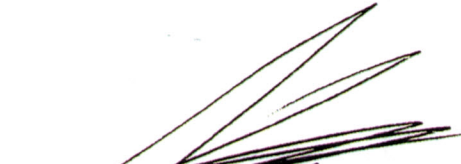
**THE COURT DECLARES THAT:**

1. Pursuant to the provisions of Section 291(4) of the *Business Corporations Act*, S.B.C. 2002, c. 57, as amended, that the Arrangement, including the terms and conditions thereof and the issuances and exchange of securities contemplated herein, is fair and reasonable;

**THE COURT ORDERS THAT:**

2. The Arrangement be and hereby is approved pursuant to the provisions of Section 291(4)(a) of the *Business Corporations Act*, S.B.C. 2002, c. 57, as amended;
3. Upon implementation of the Arrangement, the Arrangement shall be binding upon the Petitioner, the Shareholder and their respective successors and assigns, in accordance with its terms therein; and
4. The Petitioner shall be entitled to any time to seek leave to amend or vary this Order, to seek the advice and direction of this Court as to the implementation of this Order or to apply for such further order or orders as may be appropriate.

THE FOLLOWING PARTIES APPROVE THE FORM OF THIS ORDER AND CONSENT TO EACH OF THE ORDERS, IF ANY, THAT ARE INDICATED ABOVE AS BEING BY CONSENT:

  
Counsel for the Petitioner  
McLean, Lo & Ayling

Kevin McLean  
Barrister and Solicitor



By the Court

Registrar