

## AMENDED NOTICE OF CHANGE IN CORPORATE STRUCTURE

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

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

##### Parties to the Arrangement:

JDF Explorations Inc. (“JDF”) (formerly, 1001875 B.C. Ltd., “875”)  
Auxellence Health Corporation (“Auxellence”)  
1001886 B.C. Ltd. (“886”)  
1001876 B.C. Ltd. (“876”)  
1001872 B.C. Ltd. (“872”)

##### Parties to the Amalgamation:

JDF  
1010309 B.C. Ltd.  
Juan De Fuca Resources Corp.  
Auxellence

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

JDF completed its plan of arrangement (the “Arrangement”) on June 13, 2014 that was between Auxellence, and Auxellence’s wholly-owned subsidiaries being 872, 875, 876, and 886, and issued shares to effectuate the Arrangement on May 11, 2015. Pursuant to the Arrangement, Auxellence transferred \$1,000 and all of its interest in and to the letter of intent with Hit Technologies Inc. to 872; \$1,000 and all of its interest in and to the letter of intent with Juan De Fuca Resources Corp. to 875 (now JDF); \$1,000 and all of its interest in and to the letter of intent with Fight Court Internet Ventures Inc. to 886; and \$1,000 and all of its interest in and to the letter of intent with 1001589 B.C. Ltd. to 876. With respect to the Arrangement as between Auxellence and JDF/875 and in exchange for the aforementioned transfers from Auxellence to 875, the Auxellence shareholders of record as at July 18, 2014 received 1,010,549 common shares from 875, which number equaled to the number of issued and outstanding common shares of Auxellence at the time of the share distribution date multiplied by the conversion factor, and an additional 500 shares per beneficial holder as at the record date pursuant to the Arrangement. Auxellence received shareholder approval of the Arrangement at an annual and special meeting of its shareholders held on June 11, 2014, and received final approval to the Arrangement from the Supreme Court of British Columbia on June 13, 2014.

Furthermore, on May 11, 2015, pursuant to an amalgamation agreement dated July 17, 2014 and amended November 3, 2014 (the “Amalgamation”), between JDF, Auxellence, JDF’s wholly-owned subsidiary 1010309 B.C. Ltd. (“309”), and Juan De Fuca Resources Corp. (“Juan”), the amalgamation between 309 and Juan completed, and subsequently became effective on May 21, 2015. Pursuant to the Amalgamation, JDF acquired Juan through the amalgamation of 309 and Juan whereby the amalgamated company became a wholly-owned subsidiary of JDF. Furthermore, pursuant to the Amalgamation, Juan shareholders exchanged their Class A common shares in Juan for JDF shares on the basis of one Juan Class A common share for one JDF common shares. Pursuant to the Amalgamation, all assets and liabilities of Juan were transferred in relation to Amalgamation including the mineral property claims owned by Juan. JDF changed its name from “1001875 B.C. Ltd.” to “JDF Explorations Inc.” on August 14, 2014.

#### **Item 3 – Effective Date of the transaction**

Arrangement: June 13, 2014 was the completion of the Arrangement and May 11, 2015 the date that the share distribution occurred pursuant to the Arrangement to effectuate the Arrangement. Amalgamation was completed on May 11, 2015 and effective May 21, 2015.

#### **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**

Auxellence continues to be a reporting issuer in the provinces of British Columbia, Alberta, and Ontario.

JDF continues to be a reporting issuer in the provinces of British Columbia and Alberta.

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

**Item 5 – The date of the reporting issuer’s first financial year-end after the transaction.**

As a result of the Amalgamation, the JDF’s financial year end changed from “July 31<sup>st</sup>” to “April 30<sup>th</sup>”.

**Item 6 – The 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 Arrangement**

JDF is required to file the annual financial statements for its first financial year after this transaction for the nine month period from August 1, 2014 to April 30, 2015.

Unaudited interim financial statements were filed by JDF for the three month period ending October 31, 2014 and for the six month period ending January 31, 2015.

JDF will continue to file quarterly unaudited interim financial statements as follows:

- For the three month period ended July 31, 2015 compared to the three month period ended July 31, 2014
- For the six month period ended October 31, 2015 compared to the six month period ended October 31, 2014
- For the nine month period ended January 31, 2016 compared to the nine month period ended January 31, 2015

JDF will file audited annual financial statements for the twelve month period year ended April 30, 2016 compared to the nine month audited annual financial statements for the period from August 1, 2014 to April 30, 2015.

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

Regarding the Arrangement, please refer to the information circular of Auxellence dated May 15, 2014 and filed on SEDAR ([www.sedar.com](http://www.sedar.com)) on Auxellence’s SEDAR profile. Please also refer to the Arrangement Agreement between Auxellence, 875 (now JDF), 876, 886, 872, and the shareholders of Auxellence, which is attached as Schedule B to the information circular of Auxellence.

Regarding the Amalgamation, please refer to the amalgamation agreement between JDF, Auxellence, 309, and Juan dated July 17, 2014 and amended November 3, 2014, and the 2A listing statement for JDF, both filed on SEDAR ([www.sedar.com](http://www.sedar.com)) on JDF’s SEDAR profile.

**DATED** at Vancouver, British Columbia as of this 23<sup>rd</sup> day of December 2015.

**JDF EXPLORATIONS INC.**

Per: /s/ “Derick Sinclair”  
Director