

## **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

### **INTRODUCTION**

Go Green Capital Corp. (“**Go Green**” or the “**Issuer**”) is filing this Notice of Change in Corporate Structure pursuant to Section 4.9 of National Instrument 51-102 – *Continuous Disclosure Obligations*. Go Green has completed a Plan of Arrangement (the “**Arrangement**”) under Part 9 Division 5 of the *Business Corporations Act* (British Columbia) with its subsidiaries as set out in Item 1 below.

### **ITEM 1**

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

Go Green Capital Corp. and its six subsidiaries (each a “**Subsidiary**” and collectively the “**Subsidiaries**”):

1. 1020645 B.C. Ltd. (“**BC1020645**”);
2. 1020647 B.C. Ltd. (“**BC1020647**”);
3. 1020648 B.C. Ltd. (“**BC1020648**”);
4. 1020649 B.C. Ltd. (“**BC1020649**”);
5. 1020650 B.C. Ltd. (“**BC1020650**”); and
6. 1020651 B.C. Ltd. (“**BC1020651**”).

### **ITEM 2**

#### **Description of the transaction**

Go Green has completed a plan of arrangement (the “**Arrangement**”) with its wholly owned Subsidiaries, pursuant to which, each Subsidiary received \$25,500 in cash and all of Go Green’s interest in and to an asset currently held by Go Green, as follows:

- to BC1020645, the letter of intent with Copper Resources PLC;
- to BC1020647, the letter of intent with Euroex Ventures Ltd.;
- to BC1020648, the letter of intent with Scu-Buoy Products Inc.;
- to BC1020649, the letter of intent with Newbury Oil Exploration;
- to BC1020650, the letter of intent with Carrington & Welling Financial; and
- to BC1020651, the letter of intent with Maple Leaf Farms Inc.

In exchange, the shareholders of Go Green as of April 2, 2015 (the “**Share Distribution Record Date**”) received 1,250,916 common shares of each of BC1020645, BC1020647, BC1020648, BC1020649, BC1020650, and BC1020651, which number is equal to the number of issued and outstanding common shares of Go Green at the time of the Share Distribution Record Date, multiplied by the conversion factor.

At Go Green’s annual general and special meeting held in Vancouver, BC on February 26, 2015 (the “**Meeting**”), shareholders approved the Arrangement and the Supreme Court of British Columbia approved the Arrangement on February 27, 2015.

**ITEM 3****Effective date of the transaction**

Management confirms that the Share Distribution Record Date is April 2, 2015 and the effective date of the Arrangement is April 2, 2015 (the “**Effective Date**”).

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

Go Green 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, BC1020645, BC1020647, BC1020648, BC1020649, BC1020650, and BC1020651 became reporting issuers in the provinces of British Columbia and Alberta.

**ITEM 5****The dates of the reporting issuers’ first financial year-ends after the Arrangement**

<b>Company</b>	<b>Year End</b>
Go Green	August 31, 2015
BC1020645	November 30, 2015
BC1020647	November 30, 2015
BC1020648	November 30, 2015
BC1020649	November 30, 2015
BC1020650	November 30, 2015
BC1020651	November 30, 2015

**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****GO GREEN**

Go Green was incorporated on September 27, 2013 and its first year end subsequent to the Arrangement will be August 31, 2015. As such, Go Green’s filings that will occur subsequent to the transaction are as follows:

	<b>Period</b>		<b>Comparative Period</b>
<b>Q3</b>	3 & 9 months period ended May 31, 2015	compared to	Period from incorporation on September 27, 2013 to May 31, 2014
<b>YE</b>	12 months Audited Financial Statements for year ended August 31, 2015	compared to	Period from incorporation on September 27, 2013 to August 31, 2014
<b>Q2</b>	3 months period ended November 30, 2015	compared to	3 months period ended November 30, 2014
<b>Q1</b>	3 & 6 months period ended February 28, 2016	compared to	3 & 6 months period ended February 28, 2015

**BC1020645**

BC1020645 was incorporated on December 1, 2014 and its first year end subsequent to the Arrangement will be November 30, 2015. As such, BC1020645's filings that will occur subsequent to the transaction are as follows:

	<b>Period</b>		<b>Comparative Period</b>
<b>Q2</b>	Period from incorporation on December 1, 2014 to May 31, 2015	compared to	No comparative period
<b>Q3</b>	Period from incorporation on December 1, 2014 to August 31, 2015	compared to	No comparative period
<b>YE</b>	Audited financial statements for the period from incorporation on December 1, 2014 to November 30, 2015	compared to	No comparative period
<b>Q1</b>	3 months period ended February 28, 2016	compared to	Period from incorporation on December 1, 2014 to February 28, 2015

**BC1020647**

BC1020647 was incorporated on December 1, 2014 and its first year end subsequent to the Arrangement will be November 30, 2015. As such, BC1020647's filings that will occur subsequent to the transaction are as follows:

	<b>Period</b>		<b>Comparative Period</b>
<b>Q2</b>	Period from incorporation on December 1, 2014 to May 31, 2015	compared to	No comparative period
<b>Q3</b>	Period from incorporation on December 1, 2014 to August 31, 2015	compared to	No comparative period
<b>YE</b>	Audited financial statements for the period from incorporation on December 1, 2014 to November 30, 2015	compared to	No comparative period
<b>Q1</b>	3 months period ended February 28, 2016	compared to	Period from incorporation on December 1, 2014 to February 28, 2015

**BC1020648**

BC1020648 was incorporated on December 1, 2014 and its first year end subsequent to the Arrangement will be November 30, 2015. As such, BC1020648's filings that will occur subsequent to the transaction are as follows:

	<b>Period</b>		<b>Comparative Period</b>
<b>Q2</b>	Period from incorporation on December 1, 2014 to May 31, 2015	compared to	No comparative period
<b>Q3</b>	Period from incorporation on December 1, 2014 to August 31, 2015	compared to	No comparative period
<b>YE</b>	Audited financial statements for the period from incorporation on December 1, 2014 to November 30, 2015	compared to	No comparative period
<b>Q1</b>	3 months period ended February 28, 2016	compared to	Period from incorporation on December 1, 2014 to February 28, 2015

**BC1020649**

BC1020649 was incorporated on December 1, 2014 and its first year end subsequent to the Arrangement will be November 30, 2015. As such, BC1020649's filings that will occur subsequent to the transaction are as follows:

	<b>Period</b>		<b>Comparative Period</b>
<b>Q2</b>	Period from incorporation on December 1, 2014 to May 31, 2015	compared to	No comparative period
<b>Q3</b>	Period from incorporation on December 1, 2014 to August 31, 2015	compared to	No comparative period
<b>YE</b>	Audited financial statements for the period from incorporation on December 1, 2014 to November 30, 2015	compared to	No comparative period
<b>Q1</b>	3 months period ended February 28, 2016	compared to	Period from incorporation on December 1, 2014 to February 28, 2015

**BC1020650**

BC1020650 was incorporated on December 1, 2014 and its first year end subsequent to the Arrangement will be November 30, 2015. As such, BC1020650's filings that will occur subsequent to the transaction are as follows:

	<b>Period</b>		<b>Comparative Period</b>
<b>Q2</b>	Period from incorporation on December 1, 2014 to May 31, 2015	compared to	No comparative period
<b>Q3</b>	Period from incorporation on December 1, 2014 to August 31, 2015	compared to	No comparative period
<b>YE</b>	Audited financial statements for the period from incorporation on December 1, 2014 to November 30, 2015	compared to	No comparative period
<b>Q1</b>	3 months period ended February 28, 2016	compared to	Period from incorporation on December 1, 2014 to February 28, 2015

**BC1020651**

BC1020651 was incorporated on December 1, 2014 and its first year end subsequent to the Arrangement will be November 30, 2015. As such, BC1020651's filings that will occur subsequent to the transaction are as follows:

	<b>Period</b>		<b>Comparative Period</b>
<b>Q2</b>	Period from incorporation on December 1, 2014 to May 31, 2015	compared to	No comparative period
<b>Q3</b>	Period from incorporation on December 1, 2014 to August 31, 2015	compared to	No comparative period
<b>YE</b>	Audited financial statements for the period from incorporation on December 1, 2014 to November 30, 2015	compared to	No comparative period
<b>Q1</b>	3 months period ended February 28, 2016	compared to	Period from incorporation on December 1, 2014 to February 28, 2015

**ITEM 7**

**Documents filed under National Instrument 51-102 that describe the Arrangement and where those documents can be found in electronic format under Go Green's profile on the System for Electronic Document Analysis and Retrieval (SEDAR) at [www.SEDAR.com](http://www.SEDAR.com).**

1. Go Green Management Information Circular dated February 2, 2015.
2. Go Green News Release dated February 11, 2015.
3. Go Green Material Change Report on Form 51-102F3 dated February 11, 2015.
4. Go Green News Release dated March 2, 2015.
5. Go Green Material Change Report on Form 51-102F3 dated March 3, 2015.
6. Go Green News Release dated March 31, 2015.

**DATED** at Vancouver, British Columbia as of this 9<sup>th</sup> day of April, 2015.

**GO GREEN CAPITAL CORP.**