

NOTICE OF CHANGE IN CORPORATE STRUCTURE

National Instrument 51-102 – Section 4.9

Item 1 – Names of the parties to the transaction

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

Item 2 – Description of the transaction

Monterey completed its plan of arrangement (the “Arrangement”) on June 13, 2014 between Auxellence, and Auxellence’s wholly-owned subsidiaries being 872, 875, 876, and Monterey, and will issue shares to effectuate the Arrangement on date to be determined in the future.

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; \$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.

In exchange for the \$1,000 and the letter of intent transferred by Auxellence to Monterey, the Auxellence shareholders of record as at July 18, 2014 shall receive 1,010,549 common shares from Monterey, 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 shareholders held on June 11, 2014, and received final approval to the Arrangement from the Supreme Court of British Columbia on June 13, 2014.

Monterey’s financial year-end is July 31st. As a result of the Arrangement, the year-end for Monterey has been changed to April 30.

Monterey changed its name from “1001886 B.C. Ltd.” to “Monterey Minerals Inc.” on July 9, 2015.

Monterey signed its plan of arrangement (the “Arrangement”) with Auxellence effective September 17, 2014 and the transaction will be finalized at a later date.

Item 3 – Effective Date of the transaction

Arrangement: June 13, 2014 was the completion of the Arrangement. To date no share distribution has occurred pursuant to the Arrangement.

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.

Monterey 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.

April 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 issuer’s first financial year after the Arrangement

Monterey has filed the annual financial statements for its first financial year ended April 30, 2015.

Unaudited interim financial statements were filed by Monterey for the three-month period ending July 31, 2014, for the six-month period ending October 31, 2014, and the nine-month period ended January 31, 2015.

Monterey will continue to file quarterly interim financial statements commencing the first quarter after the year end effective July 31, 2015.

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 Auxellence dated May 15, 2014 and filed on SEDAR (www.sedar.com). Please also refer to the Arrangement Agreement between Auxellence, Monterey, 875, 876, and 872 and the shareholders of Auxellence, which is attached as Schedule B to the information circular.

DATED at Vancouver, British Columbia as of this 14th day of September 2015.

MONTEREY MINERALS INC.

Per: /s/ “Ron Ozols”

Director