

NOTICE OF CHANGE IN CORPORATE STRUCTURE

National Instrument 51-102 – Section 4.9

Item 1 – Names of the parties to the transaction

Blue Aqua Holdings Ltd. (formerly known as 1093684 B.C. Ltd.) (“Blue Aqua”)
Monterey Minerals Inc. (“Monterey”)
1093681 B.C. Ltd. (“681”)
1093682 B.C. Ltd. (“682”)
1093683 B.C. Ltd. (“683”)

Item 2 – Description of the transaction

On September 30, 2016, Blue Aqua, Monterey, 681, 682, and 683 entered into an arrangement agreement, pursuant to which Monterey would spinout each of the other parties as Monterey’s subsidiaries into separate entities (the “Arrangement”). The Arrangement received shareholder and later final court approval from the British Columbia Supreme Court under Part 9, Division 5 of the Business Corporations Act (British Columbia) on November 29, 2016. Under the Arrangement, the effective date for the Arrangement can be set separately as between Monterey and each of the other parties to the Arrangement. Pursuant to the Arrangement, the effective date for the Arrangement with Blue Aqua was set for June 12, 2018 and Blue Aqua became a reporting issuer in British Columbia and Alberta. Under the Arrangement, Monterey transfers \$1,000 cash and a letter of intent dated as of September 30, 2016 between Monterey and Railhead Resources Ltd. to Blue Aqua in exchange for the issuance of common shares of Blue Aqua issued to Monterey’s shareholders of record as of April 18, 2018, on a pro rata basis, pursuant to the Arrangement.

Management of Monterey has determined that the spinout of the other parties to the Arrangement will occur separately and on different dates unless disclosed otherwise.

Blue Aqua’s financial year end is September 30th.

Item 3 – Effective Date of the transaction

June 12, 2018.

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

No party ceased to be a reporting issuer subsequent to the Arrangement. As a result of the Arrangement, Blue Aqua became a reporting issuer in the provinces of Alberta and British Columbia on the Effective Date.

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

September 30, 2018.

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

Blue Aqua’s first audited annual financial statements after becoming a reporting issuer will be for the period ending September 30, 2018. Blue Aqua’s first interim financial statements after it becomes a reporting issuer will be for the nine month interim period ending June 30, 2018.

Item 7 – Documents filed that describe the Transaction and where those documents can be found in electronic format.

Unless noted otherwise, all of the following are posted on Monterey’s SEDAR profile accessible at www.sedar.com:

- News release of Monterey posted on June 21, 2018
- Material Change Report of Monterey posted on June 21, 2018
- News release of Blue Aqua posted on June 21, 2018 (on Blue Aqua’s SEDAR profile at www.sedar.com)
- Material Change Report of Blue Aqua posted on June 21, 2018 (on Blue Aqua’s SEDAR profile at www.sedar.com)
- News release of Monterey posted on April 16, 2018
- News release of Monterey posted on December 9, 2016
- News release of Monterey posted on November 1, 2016

Item 8 – Date of Report

June 21, 2018

Blue Aqua Holdings Ltd.

Per: signed “Ron Ozols”

Ronald Ozols, CEO, CFO and Director