

## **NOTICE OF CHANGE IN CORPORATE STRUCTURE**

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

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

H-Source Holdings Ltd. (“H-Source”)  
UWO Consulting Ltd. (“UWO”)  
1018746 B.C. Ltd. (“746”)  
1018747 B.C. Ltd. (“747”)  
1018758 B.C. Ltd. (“758”)  
1018759 B.C. Ltd. (“759”)  
1018760 B.C. Ltd. (“760”)  
1018761 B.C. Ltd. (“761”)  
1018764 B.C. Ltd. (“764”)  
1018765 B.C. Ltd. (“765”)  
1018766 B.C. Ltd. (“766”)

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

Pursuant to and on the terms and subject to the conditions set out in an arrangement agreement dated November 12, 2014, and further amended on November 14, 2014, January 25, 2015, February 16, 2015, and April 13, 2015, among H-Source Holdings Ltd. (formerly known as 1018763 B.C. Ltd.), UWO Consulting Ltd., 1018746 B.C. Ltd., 1018747 B.C. Ltd., 1018758 B.C. Ltd., 1018759 B.C. Ltd., 1018760 B.C. Ltd., 1018761 B.C. Ltd., 1018764 B.C. Ltd., 1018765 B.C. Ltd., and 1018766 B.C. Ltd., completed a court approved statutory plan of arrangement (the “Arrangement”) under Part 9, Division 5 of the *Business Corporations Act* (British Columbia). Shareholder approval of UWO was received on December 17, 2014 and final court approval was received on December 19, 2014. As a result of the Arrangement, the effective date for H-Source was set for August 31, 2015 and H-Source became a reporting issuer in British Columbia and Alberta. Under the Arrangement, UWO transferred \$1,000 cash and a letter of intent to H-Source in exchange for the issuance of 1,010,549 common shares of H-Source to UWO’s shareholders of record as of April 14, 2015, on a pro rata basis.

Furthermore, on August 31, 2015, pursuant to a merger agreement dated July 21, 2015 (the “Merger”), between H-Source, UWO Consulting Ltd., H-Source’s wholly-owned subsidiary BC Merger Sub, Inc. (“MergerCo”), and H-Source, Inc. (“H-Source Inc.”), H-Source completed a triangular merger whereby H-Source acquired H-Source Inc. through the merger of MergerCo with H-Source Inc., with H-Source Inc. as the surviving corporation (which remains a wholly-owned subsidiary of H-Source).

Management of UWO has determined that the push out of the 746, 747, 758, 759, 761, 765 and 766 shares will occur at a later date.

H-Source’s financial year end is December 31<sup>st</sup>.

H-Source changed its name from “1018763 B.C. Ltd.” to “H-Source Holdings Ltd.” on August 28, 2015.

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

August 31, 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**

No party ceased to be a reporting issuer subsequent to the Arrangement. As a result of the Arrangement, H-Source 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.**

December 31, 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 transaction.**

H-Source’s first annual financial statements (audited) after becoming a reporting issuer will be for the period ended December 31, 2015. H-Source’s first interim financial statements after it becomes a reporting issuer will be for the nine month interim period ending September 30, 2015, (December 31, 2015 year end), the three month interim period ending March 31, 2016 and the six month interim period ending June 30, 2016.

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

All of the following on UWO’s SEDAR page:

- News release of UWO dated April 7, 2015 and filed on April 7, 2015 on [www.sedar.com](http://www.sedar.com)
- News release of UWO dated March 30, 2015 and filed on March 30, 2015 on [www.sedar.com](http://www.sedar.com)
- Material Change Report of UWO dated March 30, 2015 and filed on March 30, 2015 on [www.sedar.com](http://www.sedar.com)
- News release of UWO dated December 19, 2014 and filed on December 19, 2014 on [www.sedar.com](http://www.sedar.com)
- Material Change Report of UWO dated December 19, 2014 and file on December 19, 2014 on [www.sedar.com](http://www.sedar.com)
- Information Circular of UWO dated November 18, 2014 and filed on November 19, 2014 on [www.sedar.com](http://www.sedar.com)
- Arrangement Agreement dated November 12, 2014, and amended on November 12, 2014, January 25, 2015, February 16, 2015 and April 13, 2015 and filed on November 12, 2014, November 14, 2014, January 27, 2015, February 18, 2015 and April 14, 2015 on [www.sedar.com](http://www.sedar.com)

**Item 8 – Date of Report**

August 31, 2015.

**H-SOURCE HOLDINGS LTD.**

Per: /s/ “Nick Ayling”

Nick Ayling, CEO & Director