

EARLY WARNING REPORT FILED PURSUANT TO
NATIONAL INSTRUMENT 62-103

1. Name and address of the offeror:

Sydney Au, an individual with a business address of #168-11280 Twigg Place, Richmond, BC, V6V 0A6.

2. Designation and number or principal amount of securities and the Offeror's securityholding percentage in the class of securities of which the Offeror acquired ownership or control in the transaction or occurrence giving rise to the obligation to file the news release, and whether it was ownership or control that was acquired in those circumstances:

On approximately November 5, 2013, Mr. Au arranged to convert loans advanced to the Issuer, Auxellence Health Corporation, through his private company 09183698 BC Ltd. into a \$238,500 Convertible Debenture, convertible into 1,192,500 shares at \$0.20 of the Issuer pursuant to a non-brokered private placement at \$0.20 (the "Private Placement") of \$208,000 and Convertible Debenture of Shares at \$0.20 of \$338,500.

As a result, as of the date of this report, Mr. Au, through his company 0918368 BC Ltd. is the deemed beneficial owner of the 1,192,500 Common Shares to be acquired or converted under the Convertible Debenture, even though the Common Shares are currently unissued, under applicable securities laws.

The 1,192,500 Common Shares that are convertible from the Convertible Debenture will represent approximately 2.81% of the 42,417,684 issued and outstanding Common Shares of the Company following the closing of the Private Placement.

3. Designation and number or principal amount of securities and the offeror's securityholding percentage in the class of securities immediately after the transaction or occurrence giving rise to the obligation to file the news release:

Following the closing of the Private Placement, Mr. Au will beneficially own

18,500,000 Common Shares of the Issuer, Directly and 12,500,000 Common Shares through his private company 0918368 BC Ltd. (excluding 1,192,500 unissued Common Shares issuable upon the conversion of the Convertible Debenture of which all 1,192,500 shares are subject to a 4 month plus 1 day hold period), representing approximately 29.469% of the Company's issued and outstanding Common Shares.

4. Designation and number or principal amount of securities and the percentage of outstanding securities of the class of securities referred to in question 3 over which (i) the offeror, either alone or together, either alone or together with any joint actors, has ownership and control,

31,000,000 Common Shares, representing approximately 73.083% of the Company's issued and outstanding Common Shares following the closing of the Private Placement;

(ii) the Offeror, either alone or together with any joint actors, has ownership but control is held by other persons or companies other than the Offeror or any joint actor, and

None.

(iii) the Offeror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership:

None.

5. Name of the market in which the transaction or occurrence that gave rise to the news release took place:

The common shares of the issuer are listed on the Canadian National Stock Exchange. The shares should they be issued as a result of the conversion from the Convertible Debenture will be issued from treasury of the Issuer.

6. The value, in Canadian dollars, of any consideration offered per security if the offeror acquired ownership of a security in the transaction or occurrence giving rise to the obligation to file a news release:

Cdn\$0.20 per common share.

7. Purpose of the offeror and any joint actors in effecting the transaction or occurrences that gave rise to the news release, including any future intention to acquire ownership of, or control over, additional securities of the reporting issuer.

Mr. Au acquired the \$238,500 Convertible Debenture convertible into 1,192,500 Common Shares of the Issuer for investment purposes. Mr. Au may choose to acquire additional Securities or Common Shares of the Issuer or dispose of Securities or Common Shares of the Issuer depending on economic, or market conditions.

8. General nature and the material terms of any agreement, other than lending arrangements, with respect to securities of the reporting issuer entered into by the Offeror, or any joint actor, and the issuer of the securities or any other entity in connection with the transaction or occurrence giving rise to the news release, including agreements with respect to the acquisition, holding, disposition or voting of any of the securities.

Not applicable.

9. Name of any joint actors in connection with the disclosure required by Appendix E to NI 62-103:

Not applicable.

10. In the case of a transaction or occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, the nature and value of the consideration paid by the offeror:

Mr. Au converted \$238,500 of loans made to the issuer into the Convertible Debenture convertible into Common Shares at a price of \$0.20 per share, through his company 0918368 BC Ltd.. The 1,192,500 shares to be issued for the \$238,500 Convertible Debenture will be an issuance from treasury should Mr. Au convert the Convertible Debenture into Common Shares.

11. If applicable, a description of any change in any material facts set out in a previous report by the entity under the early warning requirements or Part 4 of NI 62-103 in respect of the reporting issuer's securities:

Not applicable.

12. If applicable, a description of the exemption from securities legislation being relied on by the offeror and the facts supporting that reliance:

Not applicable.

DATED this 6th day of November, 2013.

Signed "Sydney Au"

Sydney Au, Offeror