

FORM 10

SECOND AMENDED NOTICE OF PROPOSED SIGNIFICANT TRANSACTION (not involving an issuance or potential issuance of a listed security)¹

Name of CNSX Issuer: ACANA CAPITAL CORP. (the "Issuer").

Trading Symbol: APB

Issued and Outstanding Securities of the Issuer Prior to Transaction: 23,146,672

Date of News Release Fully Disclosing the Transaction: December 31, 2012

1. Transaction

1. Provide details of the transaction including the date, description and location of assets, if applicable, parties to and type of agreement (eg: sale, option, license, contract for Investor Relations Activities etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material:

The Company's wholly owned subsidiary, Acana Capital USA Inc. ("USA") has consummated negotiations and will complete an arms-length acquisition of the following asset, free and clear of all encumbrances, for the purchase price of \$2.3 Million US, as follows:

An office building/warehouse at 5575 S. Houghton Street, in Tucson, Arizona. A convertible debenture in the amount of \$1,300,000.00 Cdn. will be taken back by the Vendor at 4% per annum interest. The Vendor will also accept a \$1,000,000.00 loan. This building is currently vacant and hence the Vendor lowered its price down to market value. USA anticipates that the building will be leased in the near future.

A wholly owned subsidiary of USA, namely Crocker-Acana,LLC will also acquire 74+ acres of farm land lying and being at 12749 River Road, Courtland, California. The Purchase Price is \$400,000.00 USD and will be paid in cash. Acana had been involved in negotiations to acquire this property but it did not complete. The Vendor thereafter reduced its price by \$100,000.00 USD. This transaction is arms-length.

2. Provide the following information in relation to the total consideration for the

transaction (including details of all cash, non-convertible debt securities or other consideration) and any required work commitments:

- (a) Total aggregate consideration in United States dollars: \$2,700,000.00
 - (b) Cash: \$400,000.00 USD
 - (c) Other: \$1,300,000.00 Debenture plus \$1,000.00 loan.
 - (d) Work commitments: N/A
3. State how the purchase or sale price and the terms of any agreement were determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc). Third party valuation and property tax assessments, market estimates.
4. Provide details of any appraisal or valuation of the subject of the transaction known to management of the Issuer:
- Tax Assessments and Realtors.
5. If the transaction is an acquisition, details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired:
- Due diligence.
6. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the transaction (including warrants, options, etc.): N/A
- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the transaction (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): N/A
 - (b) Cash: N/A
 - (c) Other: N/A
7. State whether the vendor, sales agent, broker or other person receiving compensation in connection with the transaction is a Related Person or has any other relationship with the Issuer and provide details of the relationship.

N/A

8. If applicable, indicate whether the transaction is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months.

N/A

2. Development

Provide details of the development. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material: N/A

Certificate of Compliance The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. To the knowledge of the Issuer, at the time an agreement in principle was reached, no party to the transaction had knowledge of any undisclosed material information relating to the Issuer, other than in relation to the transaction.
3. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
4. The undersigned hereby certifies to CNSX that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all CNSX Requirements (as defined in CNSX Policy 1).
5. All of the information in this Form 10 Notice of Proposed Significant Transaction is true.

Dated: January 25, 2013

"Eugene Beukman"

Eugene Beukman, CEO & President

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SIGNIFICANT TRANSACTION**

November 14, 2008

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