

### **Application for a Permanent** Change to a Licensee

**All Licence Types** 

Liquor Control and Licensing Form LCLB005a

### FILLING OUT THIS FORM:

LCLB005a (Last updated 28 November 2013)

Complete all applicable fields then submit with payment as outlined in Part 10 of this application form.

<ul> <li>If you have any questions about this application, call</li> <li>LCLB forms and supporting materials referred to in t</li> </ul>	•		,		
Licensee Information					
Licensee name [as shown on licence]: Okanagan Estate	Cellars	Ltd.			
Establishment name [as shown on licence]: Liberty Wine	Mercha	ınts, Okanagan Estate Wine Ce	ellars (x 2), Okana	gan Estate Wine Ce	
Establishment Location address See attached schedule.					
(as shown on licence): Street		City	Province	Postal Code	
Mailing address:					
(All correspondence will go to this address)   1055 Camp Road   Street		Okanagan Centre City	BC Province	V4V 2H4 Postal Code	
Business Tel with area code: (250) 766-3168		Business Fax with area code:	(250) 766-3390		
Business e-mail: GeorgeHeiss@graymonk.com					
Contact Name: Heiss, George		Title/Position: Direct	tor and Secretary		
last / first / middle					
more than one change section on this form. An incomple If still incomplete after the thirty (30) day period, the applic Type of change requested	ation m		JOB	NUMBER	
1. Internal Transfer of Shares (p.2)		WANDATORT	Office Use ONLY		
(Includes Internal Amalgamation)	<u> </u>		(C2-LE)		
X 2. External Transfer of Shares (p.2)	See at	tached schedule.	(C1-LE)		
3. Change of Directors or Officers (p.2)			(C1-LE)		
4. Name change, licensee – corporation (p.2)			(C2-LE)		
5. Name change, person (p.3)			(C2-LE)		
6. Name change, licensee – partnership (p.3)			(C2-LE)		
7. Name change, licensee – society (p.3)			(C2-LE)		
8. Addition of receiver or executor (p.3)			(C2-LIC) (sub)		
REFER TO PART 11 TO SEE THE APPROVAL PR	ROCES	SS FOR THE TYPE OF CHA	ANGE YOU HAV	E REQUESTED	
Applying for other permanent change	s to	your licence?			
<ul> <li>To apply for alterations or additions to a licensed estate For Liquor Primary and Liquor Primary Club, use form Endorsements, use LCLB049a and/or LCLB049b; for To apply to have a third party management firm or less Change a Licensee's Third Party Operator (LCLB026; Application to Add or Change a Licensee's Resident II</li> </ul>	LCLB( Wine S see op or to a	012a; for Food Primary, use LC store and Licensee Retail Store erate your licensed establishmo apply for a resident manager to	LB012b; for Manu , use LCLB012c. ent, use the <i>Applic</i>	facturer cation to Add or	

Application for Permanent Change to a Licensee 1 of 6 Page 1 of 27 JAG-2015-50431

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To apply to change the liquor licence, such as a change to the establishment name or hours of sale or the addition of an entertainment or catering endorsement, use Application for a Remainent Change to a Liquenticence (LCLB005b).

PART 1: Internal Transfer Shares ( Private corporations - Complete Part 1 when shares there has been an amalgamation of companies within companies or individuals).	have been transferred within the licensee corpo the licensee corporation but <b>no new sharehold</b>	ers have been added	(holding
Third party operators (private corporations) - Com	Г		·-
Required documents:  Updated Central Securities Register (shareholder Updated Register of Directors and Executive Office If the change is the result of an internal amalgama Certificate of Amalgamation. Central Securities Register (shareholders) for the Notice of Articles for the amalgamated company.	cers for the licensee corporation or holding comp tion, attach: amalgamated company.	-	9 and 10
PART 2: External Transfer of Share	es	· ·	C1 - LE
NOTE: If new shareholders are added as a result of a licensee corporation, please complete Transfer of Liqu			
<b>Private corporations</b> – Complete Part 2 when <b>new s</b> corporation or holding companies as a result of a trans			see
Third party operators (private corporations) Com	plete Part 2 when an external transfer of shares	occurs.	
BCeID users - If a change of ownership (a complete	ransfer of all shares) has occurred, please see i	nstructions in Part 11.	
Required documents:    Very transfer of Directors and Executive Offic     Fig. 1     Required Register of Directors and Executive Offic     Fig. 2     Required documents:   Very transfer of Directors and Executive Offic     Fig. 2     Very transfer of Directors and Executive Offic     Fig. 2     Very transfer of Directors and Executive Offic     Fig. 2     Very transfer of Directors and Executive Offic     Very	eers for the licensee corporation or holding comp ation, a public corporation, a society or a partner	ny. any. ship, documentation to	
Plus, all shareholders (individuals) holding 10% or gree Completed Consent for Disclosure of Criminal Reyou must complete Parts 1, 4 and 5 of the Consender Refer to the LCLB web page for information on crintp://www.pssg.gov.bc.ca/lclb/LLinBC/criminal_reserved.  Completed Personal History Summary and Conserved documents noted on form.	cord Information (RCMP GRC3584) for all requirent for Disclosure form and all category boxes multiminal record searches: <u>ecord_search.htm</u>	ed individuals. (Please est be initialed in Section	note: on 5)
Note: Shareholders (individuals) holding less than 10% of birth in the space provided below or on a separate s		de their full legal name	and date
		so complete Parts	
PART 3: Change of Directors or Of			C1 - LE
To be completed when there are changes in direct			
NOTE: If you are applying for an internal or external to	ansier of shares on this form, you do not need to		(Part 3).
Required Documents:  Current list of Directors and Officers	Fee: \$220 per licence x	licences = \$	
Plus, the top four executive officers attach:			
Completed Consent for Disclosure of Criminal Re You must complete Parts 1, 4 and 5 of the Conse Refer to the LCLB website for information on crim http://www.pssg.gov	nt for Disclosure form and all category boxes mu		n 5)
Completed Personal History Summary and Conserequired documents noted on form	ent to Criminal Record Search (LCLB004) forms	for all required individu	als and 23
	AI	so complete Parts	9 and 10
PART 4: Corporation Name Change	Fee: \$220 per licence x lice	ences = \$	C2 - LE
To be completed when a corporation with an interestant shareholders, directors and officers, and certificate current licensee or holding company name (in full):	est in a licence has legally changed its name,		е
Name changed to (in full):			
Attach the following:  Copy of Certificate of Name Change from BC Reg	istrar of Companies 4	lso complete Parts	9 and 10
LCLB005a		on for Permanent Change to	

TO BE SUMBLEED WHELL & DEISON HOROMAL AN INDIRES IN 2 HEADE.	a hae lanally changed their name	ficer)	C2 - L	
To be completed when a person holding an interest in a licence	Fee: \$220 per licence x	licences = \$		
Person's Name:	, , , , , , , , , , , , , , , , , , , ,			
(Last)	(Given)			
Name Changed To:				
Attach the following: (Last)	(Given)			
Copy of Certificate of Name Change, Marriage Certificate, etc.	Also	complete Parts	9 and 1	10
PART 6: Partnership Business Name Chang To be completed when the legal name of a partnership is chang	ged but no new partners are added		C2 - L	E
	Fee: \$220 per licence x	licences = \$		
Current registered partnership name (in full):				
Name changed to (in full):  Attach the following:				
If a registered partnership, a copy of a partnership registration of change of name.	document from the BC Registrar of Co	mpanies showing th	e	
If the partnership is not registered, provide a legal document sh	nowing change of name. Also	complete Parts 9	and 1	0
PART 7: Society Name Change			C2 - LE	
To be completed when the legal name of a society is changed, number on the certificate of incorporation does not change.  Note: A Liquor-Primary Club Licence held by a society is void if the			n	
(Liquor Control and Licensing Act, Section 24)	Fee: \$220 per licence x	licences = \$		
	rec. \$220 per necrice x	поспосо – ф	-	
Current registered society name (in full):				
Name changed to (in full):				
Attach the following:  Copy of Certificate of Change of Name under the Societies Act.	Also	complete Parts 9	and 1	0
		complete Farts s	C2 - LI	$\overline{}$
PART 8. Addition of Receiver or Executor (A To be completed upon the death, bankruptcy or receivership of	All licence classes) f a licensee. Fill out A or B below and	attach the required		
				_
	Fee: \$220 per licence x	licences = \$		
	Fee: \$220 per licence x			
Attach the following:  Copy of Assignment of Executor or a copy of the last will(s) and Death Certificate.	Fee: \$220 per licence x  (Given ditestament(s).		(ou must	
Attach the following:  Copy of Assignment of Executor or a copy of the last will(s) and	Given (Given) d testament(s).  ion (RCMP GRC3584) for the executor d all category boxes must be initialed www.pssg.gov.bc.ca/lclb/LLinBC/crimin	or(s) ( <b>Please note:</b> Y in section 5) Refer to al_record_search.ht	the LC	LB
Attach the following:  Copy of Assignment of Executor or a copy of the last will(s) and Death Certificate.  Completed Consent for Disclosure of Criminal Record Informatic complete Part 1, 4 and 5 of the Consent for Disclosure form and web page for information on criminal record searches – http://w  Completed Personal History Summary and Consent to Criminal form for the executor(s)	Given (Given) d testament(s).  ion (RCMP GRC3584) for the executor d all category boxes must be initialed www.pssg.gov.bc.ca/lclb/LLinBC/crimin	or(s) ( <b>Please note:</b> Y in section 5) Refer to al_record_search.ht	the LC m s noted	LB
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### PART 9: Declaration

### My signature (the licensee's) below indicates that I understand and acknowledge:

All of the information given is true and complete to the best of my knowledge. Section 15(2) of the *Liquor Control and Licensing Act* states, "A person applying for the issue, renewal, transfer or amendment of a licence who fails to disclose a material fact required by the form of application or makes a false or misleading statement in the form of application, commits an offence".

Signature of any shareholder of a private corporation, signing officer of a public corporation or society, sole proprietor or all individuals in a partnership is required below:

Note: An agent, lawyer, resident manager or third party operator may not sign the declaration on behalf of the applicant.

Name of Official: Heiss, George							
name or official protos, ecorgo	( last / first / mid	dle)		00			
Position: Director and Secretary	Date:	14/02/2014 (Day/Month/Year)	Signature:	Johner			_
Name of Official:							
	( last / first / mide	dle)					
Position:	Date:	(Day/Month/Year)	Signature:				_
Name of Official:	( last / first / mide	dle )					
Position:	Date:	(Day/Month/Year)	Signature:				_
Name of Official:	/ lost / first /!-!	,					
s	( last / first / mide	die )	1				
Position:	Date:	(Day/Month/Year)	Signature:				_
PART 10: Application F	ees		TOTA	AL FEE Submitted: \$			
In accordance with Payment Card Ind	uetry Standards t	ho branch is no long	r abla to accept	aradit aard information	de email !		
			to accept o		ia email. I		
Payment is by (check (☑) one):							
Cheque, payable to Minister of Finan	ce (if cheque is retu	urned as non-sufficient	funds, a \$30 fee w	ill be charged)			
Money order, payable to Minister of F	inance						
Credit card							
I am paying by credit card an to provide my credit card inform	d submitting my a ation and understar	application by email.  Ind that no action can p	will call Victoria F roceed with my ap	lead Office at 250-952-57 oplication until the applicat	87 or 1-866 ion fee is <b>p</b> a	6-209-211 aid in full	1
I am paying by credit card and	d submitting my a	pplication by fax or m	ail:				
VISA MasterCard	AMEX						
Credit card Number:				Expiry Date:	/		
Name of cardholder (as it appe	ears on card):						
Signature:							
						U	E C
Fo	Location: 4th Fl	ontrol and Lice loor, 3350 Douglas S Box 9292 Stn Prov 0	t., Victoria BC V	8Z 3L1	number of the state of	in a	
Phone: 250 952-5787 Fa					gov.bc.ca		70 70 70 70 70 70 70 70 70 70 70 70 70 7
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						80	2314
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PART 12: Supporting Business Documents
Society
The following documents are required and must be attached to this application:  Certificate of Incorporation under the Society Act, and Current list of officers and directors
Plus the top four executive officers must submit the personal documentation listed in Part 2 of this application.
Partnership On a separate piece of paper, please list the legal names of the partners with the percentage of ownership in the partnership lister beside each name. Plus, each partner must supply the personal documentation listed in Part 2 of this application.  For a registered partnership the following documents are required and must be submitted with this application:  Statement of Registration of General Partnership OR  Partnership Agreement or Joint Venture Agreement.
Public Corporation
The following documents are required for this type of business and must be submitted with this application:  Certificate of Incorporation, Extra-provincial registration, if your business is located outside British Columbia, and List of Directors and Officers.  Plus, the top four executive officers in your public corporation must submit the personal documentation listed in Part 2 of this application.
X Private Corporation
The following documents are required for this type of business and must be submitted with this application:
<ul> <li>Certificate of Incorporation,</li> <li>Extra-provincial registration, if your business is located outside British Columbia,</li> <li>Central Securities Register,</li> <li>Notice of Articles, and</li> <li>Special Rights and Restrictions within the articles of incorporation that detail the class and types of shares and whether or not each class or type of share has voting privileges (if the information is not already included in the Notice of Articles).</li> </ul>
And, if one of the shareholders is a private corporation, a public corporation, a society or a partnership, submit all the documents listed under that business type.  Plus, all shareholders (individuals) holding 10% or greater interest in the applicant corporation must submit the personal documentation listed in Part 2.
Other
This includes entities incorporated through Federal or Provincial legislation. Examples: Local Government, First Nations, colleges, universities, etc. Contact the branch to discuss documentation requirements.

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Freedom of Information and Privacy Act - The information requested on this form is collected for the purpose of obtaining or making changes to a liquor licence. All personal information is collected under the authority of Section 15 of the Liquor Control and Licensing Act (RSBC 1996, c.267). Questions should be directed to: Liquor Control and Licensing Branch, Freedom of Information Officer, PO Box 9292 STN PROV GOVT, Victoria, BC V8W 9J8. Phone - Victoria: 250 952-5787. Outside Victoria: 1-866 209-2111. Fax: 250 952-7066

# SCHEDULE attached to "Application for a Permanent Change to a Liquor Licence" submitted by Licensee OKANAGAN ESTATE CELLARS LTD. March 2014

### Establishment Name and Establishment Location / Licence numbers affected:

Liberty Wine Merchants (Licence Number 302904) 20255 64<sup>th</sup> Avenue Langley, BC V2Y 1M9

Okanagan Estate Wine Cellars (Licence Number 302906) #8 – 5533 Kelowna Airport Kelowna, BC V1V 1S1

Okanagan Estate Wine Cellar (Licence No. 302907) D104 – 20159 88<sup>th</sup> Avenue Langley, BC V1M 0A4

Okanagan Estate Wine Cellars (Licence Number 302908) 3669 West 4<sup>th</sup> Avenue Vancouver, BC V6R 1P2

### Type of Change Requested:

### **PART 2: External Transfer of Shares**

One of the Voting Shareholders of Okanagan Estate Cellars Ltd., Point Grey Holdings Ltd. (Licence #300153 CedarCreek Estate Winery), sold CedarCreek Estate Winery to von Mandl Family Estates and as a result was required to transfer its § 21 Share in the capital of Okanagan Estate Cellars Ltd. to Mark Anthony Group Inc. An application to report the sale of CedarCreek Estate Winery has been submitted so all of the corporate documents for Mark Anthony Group Inc. should be on file.

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### OKANAGAN ESTATE CELLARS LTD.

c/o Gray Monk Estate Winery 1055 Camp Road Okanagan Centre, BC V4V 2H4 Tel: (250) 766-3168

Liquor Control & Licensing Branch 4<sup>th</sup> Floor, 3350 Douglas Street VICTORIA, BC V8Z 9J8

March 7, 2014

Attention: Mr. James Hackett, Case Manager

Dear Sirs:

Re: Okanagan Estate Cellars Ltd. (the "Company"),
Application for a Permanent Change to a Licensee

Enclosed please find Application for a Permanent Change to a Licensee with respect to the transfer of \$.21 shares of the Company from Point Grey Holdings Ltd. (Licence #300153 CedarCreek Estate Winery). Point Grey Holdings Ltd. recently sold CedarCreek Estate Winery to von Mandl Family Estates and as part of the transaction, Point Grey Holdings Ltd. sold its \$.21 in our Company to Mark Anthony Group Inc.

Attached to our application is an updated copy of the Central Securities Register and Register of Directors for the Company. Corporate documents for Mark Anthony Group Inc. should be on file with Liquor Control & Licensing. Also enclosed is a cheque in the amount of \$1,320.00 representing applicable filing fees for the application.

The enclosed Application lists a new mailing address for the Company care of my winery, Gray Monk Estate Winery (instead of Gordon Fitzpatrick at Point Grey Holdings Ltd. dba CedarCreek Estate Winery). Please send any and all correspondence with respect to this Application to me by mail or e-mail. In addition, please copy Ann Marie Muss of The Fitzpatrick Group on any correspondence as she is assisting with the application. Ann Marie's contact details are as follows: Ann Marie Muss, The Fitzpatrick Group, Suite 305 – 3001 Tutt Street, Kelowna, BC, V1Y 2H4, Tel: (250) 764-7090, e-mail: amm@fitzcogroup.com.

Please do not hesitate to contact me, or Ann Marie, should you require anything further.

Yours sincerely,

Okanagan Estate Cellars Ltd.

George Heiss Sr.,

Secretary

### OKANAGAN ESTATE CELLARS LTD.

						CONSIDER/ ALLOT		=
DATE OF TRANSACTION (ISSUANCE OR TRANSFER)	DATE SHAREHOLDING CEASED	FULL NAME AND ADDRESS	QUANTITY	ACQUIRED BY ISSUANCE, CONVERSION TRANSFER (OR)	FROM (TO)	CASH OR OTHER	AMOUNT PAID EACH	ISSUED CERTIFICATE NUMBER
February 3, 2014		Mark Anthony Group Inc. (licensee for CedarCreek Estate Winery) 5445 Lakeshore Road Kelowna, BC V1W 4S5	s.21	Transfer	From Point Grey Holdings Ltd.			33
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### OKANAGAN ESTATE CELLARS LTD.

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DATE OF TRANSACTION (ISSUANCE OR TRANSFER)	DATE SHAREHOLDING CEASED	FULL NAME AND ADDRESS	QUANTITY	ACQUIRED BY ISSUANCE, CONVERSION TRANSFER (OR)	FROM (TO)	CASH OR OTHER	AMOUNT PAID EACH	ISSUED CERTIFICATE NUMBER
September 6, 2011		Wild Goose Vintners Inc. 2145 Sun Valley Way Okanagan Falls, BC V0H 1R2	s.21	Transfer	From Wild Goose Vineyards & Winery Ltd.			27
September 6, 2011		Burrowing Owl Vineyards Ltd. 100 Burrowing Owl Place RR#1 Site 52, Comp 20 Oliver, BC V0H 1T0	s.21	Transfer	From Burrowing Owl Estate Winery			28
August 22, 2012		Gray Monk Cellars Ltd. 1055 Camp Road Okanagan Centre, BC V4V 2H4	s.21	Transfer	From <sup>\$.22</sup>			29
August 22, 2012		Divino Estate Winery Ltd. 1500 Freeman Road Cobble Hill, BC V0R 1L3	s.21	Transfer	From s.22			30
August 22, 2012	*	Constellation Brands Canada, Inc. (licensee for Sumac Ridge Estate Winery) PO Box 510, 4887 Dorchester Niagara Falls, ON L2E 6V4	s.21	Transfer	From 3734730 Canada Ltd.			31
August 22, 2012	February 3, 2014	Point Grey Holdings Ltd. (licensee for CedarCreek Estate Winery) 5445 Lakeshore Road Kelowna, BC VIW 4S5	s.21	Transfer	From \$.22 \$.22			32

# LIQUOR CONTROL & LICENSING RECEIVED MAR 12 2014 PM VICTORIABC

### **CENTRAL SECURITIES REGISTER**

### OKANAGAN ESTATE CELLARS LTD.

MALORIDO PROPERTO	0					CONSIDERA ALLOT		
DATE OF TRANSACTION (ISSUANCE OR TRANSFER)	DATE SHAREHOLDING CEASED	FULL NAME AND ADDRESS	QUANTITY	ACQUIRED BY ISSUANCE, CONVERSION TRANSFER (OR)	FROM (TO)	CASH OR OTHER	AMOUNT PAID EACH	ISSUED CERTIFICATE NUMBER
September 6, 2011		Gehringer Bros. Enterprises Ltd. 13166 - 326 Ave (Road 8) RR#1 Site 23 Comp. 4 Oliver, BC V0H 1T0	s.21	Transfer	From Gehringer Brothers Estate Winery			22
September 6, 2011		Quails Gate Vineyards Estate Winery Ltd. 3303 Boucherie Road Kelowna, BC V1Z 2H3	s.21	Transfer	From Quails' Gate Estate Winery			23
September 6, 2011		St. Hubertus Estate Winery Ltd. 5225 Lakeshore Road Kelowna, BC V1W 4J1	s.21	Transfer	From St. Hubertus Estate Winery			24
September 6, 2011		s.22	s.21	Transfer	From Summerhill Estate Winery			25
September 6, 2011		Hainle Vineyards Estate Winery Ltd. 5355 Trepanier Bench Road Peachland, BC VOH 1X2	s.21	Transfer	From Hainle Vineyards Estate Winery			26

### OKANAGAN ESTATE CELLARS LTD.

# CLASS A SHARES WITHOUT PAR VALUE and CLASS B SHARES WITHOUT PAR VALUE

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DATE OF TRANSACTION (ISSUANCE OR TRANSFER)	DATE SHAREHOLDING CEASED	FULL NAME AND ADDRESS	QUANTITY	ACQUIRED BY ISSUANCE, CONVERSION TRANSFER (OR)	FROM (TO)	CASH OR OTHER	AMOUNT PAID EACH	ISSUED CERTIFICATE NUMBER
October 7, 2010		Domaine de Chaberton Estate Winery (a division of Domaine de Chaberton Estates Limited Partnership) 1064 – 216th Street Langley, BC V2Z 1R3	s.21	Issuance	Treasury	Cash	s.21	17
October 7, 2010		Hester Creek Estate Winery Ltd. 13163-326th Avenue Box 1605 Oliver, BC V0H 1T0	s.21	Issuance	Treasury	Cash	s.21	18
October 7, 2010		Inniskillin (a division of Vincor International Inc.) c/o Vincor International Inc. PO Box 510, 4887 Dorchester Niagara Falls, ON L2E 6V4	s.21	Issuance	Treasury	Cash	s.21	19
October 7, 2010		Osoyoos Larose Estate Winery Ltd. c/o Vincor International Inc. PO Box 510, 4887 Dorchester Niagara Falls, ON L2E 6V4	s.21	Issuance	Treasury	Cash	s.21	20
October 7, 2010		Nk'Mip Cellars Inc. c/o Vincor International Inc. PO Box 510, 4887 Dorchester Niagara Falls, ON L2E 6V4	s.21	Issuance	Treasury	Cash	s.21	21

### OKANAGAN ESTATE CELLARS LTD.

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DATE OF TRANSACTION (ISSUANCE OR TRANSFER)	DATE SHAREHOLDING CEASED	FULL NAME AND ADDRESS	QUANTITY	ACQUIRED BY ISSUANCE, CONVERSION TRANSFER (OR)	FROM (TO)	CASH OR OTHER	AMOUNT PAID EACH	ISSUED CERTIFICATE NUMBER
February 17, 1998	September 6, 2011	Wild Goose Vineyards & Winery Ltd. 2145 Sun Valley Way Okanagan Falls, BC V0H 1R2	s.21	Issuance	Treasury (To Wild Goose Vintners Inc. #27)	Cash	s.21	12
March 3, 2000	April 20, 2000	Sumac Ridge Estate Winery	s.21	Transfer (Transferred)	From <b>S.22</b> (To 3734730 Canada Inc. #14)			13
April 20, 2000	August 22, 2012	3734730 Canada Ltd.	s.21	Transfer	From Sumac Ridge Estate Winery (To Constellation Brands Canada, Inc. #31)			14
Dec. 6, 2001	August 22, 2012	s.22	s.21	Transfer	Fron S.22 (To Point Grey Holdings Ltd. #32)			15
October 7, 2010	September 6, 2011	Burrowing Owl Estate Winery 100 Burrowing Owl Place RR#1 Site 52, Comp 20 Oliver, BC V0H 1T0	s.21	Issuance	Treasury (To Burrowing Owl Vineyards Ltd. #28)	Cash	s.21	16

### OKANAGAN ESTATE CELLARS LTD.

	61					CONSIDERA		
DATE OF TRANSACTION (ISSUANCE OR TRANSFER)	DATE SHAREHOLDING CEASED	FULL NAME AND ADDRESS	QUANTITY	ACQUIRED BY ISSUANCE, CONVERSION TRANSFER (OR)	FROM (TO)	CASH OR OTHER	AMOUNT PAID EACH	ISSUED CERTIFICATE NUMBER
February 17, 1998	September 6, 2011	Quails' Gate Estate Winery 3303 Boucherie Road Kelowna, BC V1Z 2H3	s.21	Issuance	Treasury (To Quails Gate Vineyards Estate Winery Ltd. #23)	Cash	s.21	7
February 17, 1998		Hawthorne Mountain Vineyards, now known as See Ya Later Ranch, a division of Vincor International Inc. c/o Vincor International Inc. PO Box 510, 4887 Dorchester Niagara Falls, Ontario L2E 6V4	s.21	Issuance	Treasury	Cash	s.21	8
February 17, 1998	September 6, 2011	St. Hubertus Estate Winery 5225 Lakeshore Road Kelowna, BC V1W 4J1	s.21	Issuance	Treasury (To St. Hubertus Estate Winery Ltd. #24)	Cash	s.21	9
February 17, 1998	September 6, 2011	Summerhill Estate Winery 4870 Chute Lake Road Kelowna, BC V1W 4M3	s.21	Issuance	Treasury (Tos.22 s.22 #25)	Cash	s.21	10
February 17, 1998	September 6, 2011	Hainle Vineyards Estate Winery 5355 Trepanier Bench Road Peachland, BC VOH 1X2	s.21	Issuance	Treasury (To Hainle Vineyards Estate Winery Ltd. #26)	Cash	s.21	11

### OKANAGAN ESTATE CELLARS LTD.

# CLASS A SHARES WITHOUT PAR VALUE and CLASS B SHARES WITHOUT PAR VALUE

VICTORIA BC

	ASING					CONSIDER/ ALLOT		
DATE OF TRANSACTION (ISSUANCE OR TRANSFER)	DATE SHAREHOLDING CEASED	FULL NAME AND ADDRESS	QUANTITY	ACQUIRED BY ISSUANCE, CONVERSION TRANSFER (OR)	FROM (TO)	CASH OR OTHER	AMOUNT PAID EACH	ISSUED CERTIFICATE NUMBER
Sept. 13, 1989	March 30, 2000	s.22	s.21	Issuance	Treasury (To Sumac Ridge Estate Winery Ltd. #13)			1
Sept. 13, 1989	Dec. 6, 2001	s.22	s.21	Issuance	Treasury S.22 S.22 #15)			2
Sept. 13, 1989	August 22, 2012	s.22	s.21	Issuance	Treasury (To Gray Monk Cellars Ltd. #29)			3
Sept. 13, 1989	August 22, 2012	s.22	s.21	Issuance	Treasury (To Divino Estate Winery Ltd. #30)			4
February 17, 1998	September 6, 2011	Gehringer Brothers Estate Winery 13166 - 326 Ave (Road 8) RR#1 Site 23 Comp. 4 Oliver, BC V0H 1T0	s.21	Issuance	Treasury (To Gehringer Bros. Enterprises Ltd. #22)	Cash	s.21	5
February 17, 1998	1/201010	Tinhorn Creek Vineyards Ltd. 32830 Tinhorn Creek Road Box 2010 Oliver, BC V0H 1T0	s.21	Issuance	Treasury	Cash	s.21	6



# Application for a Permanent Change to a Licensee

All Licence Types

Liquor Control and Licensing Form LCLB005a

### FILLING OUT THIS FORM:

Complete all applicable fields then submit with payment as outlined in Part 10 of this application form.

Application Contact Information	The applicant authorit contact for the duratio	•	•
Name: LISA JACKSON	Phone number:	(604) 264-4061	
Fax number: (604) 263-9097	E-mail address: ljackson@ma	rkanthony.com	
icensee Information			
Licensee name [as shown on licence]. CEDAR CREEK	CESTATE WINERY		
Establishment name [as shown on licence]: CEDAR CF	REEK ESTATE WINERY		
Establishment Location address 5445 LAKESHORE ROAD	KELOWNA	ВС	V1W 4S5
(as shown on licence): Street	City	Province	Postal Code
Mailing address: 500-887 GREAT NORTHERN WAY	VANCOUVER	ВС	V5T 4T5
will go to this address) Street	City	Province	Postal Code
Business Tel with area code: 604-264-4061	Business Fax with area of	code: 604-263-9097	
Business e-mail: ljackson@markanthony.com			
Contact Name: LISA JACKSON	Title/Position:	Compliance Manager	
last / first / middle			
Type of Change Requested Please check (☑) appropriate box(es) below and provide more than one change section on this form. An incompt still incomplete after the thirty (30) day period, the app  Type of change requested	olete application will be held for a	maximum of thirty (	
[ 1. Internal Transfer of Shares (p.2) (Includes Internal Amalgamation)		(C2-LE)	
X 2. External Transfer of Shares (p.2)	300153	(C1-LE)23	70628F
13. Change of Directors or Officers (p.2)		(C1-LE)	
		(CZIPE)OR CL	ECEIVED
ij 5. Name change, person (p.3)		(C2-LE)	AY 7 9 2014
F-0. N		(C2-LE)	AT L 3 LU14
igi6. Name change, ficensee – partnership (p.3)	[]	, r	LOUIT CA
7. Name change, licensee – partnership (p.3)		(C2HME)	10:43 64 VICTORIA

### REFER TO PART 11 TO SEE THE APPROVAL PROCESS FOR THE TYPE OF CHANGE YOU HAVE REQUESTED

### Applying for other permanent changes to your licence?

- To apply for atterations or additions to a licensed establishment (structural changes), use an Application for a Structural Change. For Liquor Primary and Liquor Primary Club, use form LCLB012a; for Food Primary, use LCLB012b; for Manufacturer Endorsements, use LCLB049a and/or LCLB049b; for Wine Store and Licensee Retail Store, use LCLB012c.
- To apply to have a third party management firm or lessee operate your licensed establishment, use the Application to Add or Change a Licensee's
  Third Party Operator (LCLB026) or to apply for a resident manager to operate your establishment, use the Application to Add or Change a
  Licensee's Resident Manager (LCLB025).
- To apply to change the liquor licence, such as a change to the establishment name or hours of sale or the addition of an entertainment or catering endorsement, use Application for a Permanent Change to a Liquor Licence (LCLB006b).

NOTE: If new shareholders are added as a result of an amalgamation of the licensee corporation or holding companies within the censee corporation, piesae complete Transfer of Liquor Licence(s) (LCLB001c) to transfer the ownership of your fiquor licence(s) Private corporations — Complete Part 2 when new shareholders have been added (companies or individuals) to the licensee corporation or holding companies as a result of a transfer of existing shares or the issuance of new shares occurs.  **Refer Dursers** - If a change of ownership (a complete Part 2 when an external transfer of shares occurs.  **BicPoursers** - If a change of ownership (a complete Part 2 when an external transfer of shares occurs.  **BicPoursers** - If a change of ownership (a complete Part 2 when an external transfer of shares occurs.  **BicPoursers** - If a change of ownership (a complete Part 2 when an external transfer of shares occurs.  **BicPoursers** - If a change of ownership (a complete Part 2 when an external transfer of shares occurs.  **BicPoursers** - If a change of ownership (a complete Part 2 when an external transfer of shares occurs.  **BicPoursers** - If a change of ownership (a complete Part 3 when an external transfer of shares occurs.  **Updated Register of Directors and Executive Officers for the licensee corporation or holding company.  **If one of the new shareholders Register (chareholders) for the licensee corporation or holding company.  If one of the new shareholders is a private corporation, a public corporation and submit the documentation to support the applicable business type must be submitted. Please refer to Part 12 of this application and submit the documentation is under your business type.  **Puss, all shareholders (individuals) holding 10% or greater interest in the applicant corporation and submit the documents intended to complete Parts 1. 4 and 5 of the Consent for Disclosure form and all category boxes must be initialed in Section 5). Refer to the LC18 when page for information on criminal record sear	ART 1: Internal Fransfer Shares (ii		<u> </u>
Required documents:	nere has been an amalgamation of companies within t		
Lighted documents:	hird party operators (private corporations) - Comp	plete Part 1 when an internal share transfer or an amalgamation occurs.	<del></del> :
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Updated Register of Directors and Executive Officers for the licensee corporation or holding company. The change is always an internal amalgamation, attach:  Central Securious Register (shareholders) for the amalgamated company.  Notice of Articles for the emalgamated company.  Also complete Parts 9 and 1972. External Transfer of Shares  Contral Securious Register (shareholders or added as a result of an amalgamation of the licensee corporation or holding companies within the censee corporation, please complete Transfer of Liquer Lucencets) (LCLB001c) to transfer the ownership of your liquor licence(s). Private corporations — Complete Part 2 when new shareholders have been added (companies or individuals) to the licensee corporation or holding companies as a result of a transfer of existing shares or the issuance of new shares.  Individual of the complete Part 2 when an external transfer of shares coccurs. In the complete transfer of all shares) has occurred, please see instructions in Part 11.  Required documents:  Updated Central Securities Register (shareholders) for the licensee corporation or holding company.  Updated Central Securities Register (shareholders) for the licensee corporation or holding company.  If one of the new shareholders is a private corporation, a public corporation, a society or a parnership, documentation to support the applicable business type must be submitted Please refer to Part 12 of this application and submit the documentation is listed under your business type.  Updated Register of Directors and Securities (Part 1974) and papilication and submit the documentation is listed under your business type.  Updated Register of Directors (Part 1974) and papilication and submit the documentation is listed under your business type.  Updated Register of Directors (Part 1974) and papilication and submit the documentation is listed.  Completed Consent for Disclosure of Criminal Record Information (RCMP GRC3584) for all required individuals and required to the ULB web page for information on	<sup>-</sup>	s) for the licensee corporation or holding company.	
Certificate of Analgamation. Central Securities Register (shareholders) for the amalgamated company. Notice of Articles for the amalgamated company.  ART 2: External Transfer of Shares  Citter (Citter)			
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Notice of Articles for the emalgamated company.   Also complete Parts 9 and	en et	and the second of the second of	
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To be completed whe	on's Name Change ( n a person holding an intere	sole proprietor, p est in a licence h	partner, shareh as legally chan	older, director, ged their name.	officer)	C2 - LE
			Fee: \$220	per licence x	licences = \$	-
Person's Name:						·—
J <u></u>	(Last)			(Given)		
Name Changed To:						i
Attach the following:	(Last)			(Given)		. !
_	of Name Change, Marriage C	ertificate, etc.		Als	so complete Parts	9 and 10
To be completed whe	ership Business Na	ime Change rship is changed	but no new pa			C2 - LE
•	() /		Fee: \$220	per licence x	licences = \$	li
Current registered part	nership name (in full):					
Name changed to (in fu	ıfl):					
Attach the following:	nership, a copy of a partnershi	in registration dea	umant from the	PC Popietras of (	Companies chawing	•ha
change of name.	nership, a copy of a partitershi	ip registration duc	ument nom the	BC Registral U. C	Companies snowing	nie.
If the partnership is	s not registered, provide a lega	al document show	ing change of n	ame. Als	so complete Parts	9 and 10
PART 7: Socie	ty Name Change					C2 - LE
To be completed whe	n the legal name of a society		the society st	ructure, membe	rship and certificati	ion
	cate of incorporation does n	-				
	/ Club Licence held by a sociel and Licensing Act, Section 24)	ty is void if the so	-	· F	<del></del> , ,	ſ <del></del> i
(English State)	I solver in the second s		Fee: \$220	per licence x	licences = \$	
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### PART 9: Declaration

### My signature (the licensee's) below indicates that I understand and acknowledge:

All of the information given is true and complete to the best of my knowledge. Section 15(2) of the *Liquor Control and Licensing Act* states, "A person applying for the issue, renewal, transfer or amendment of a licence who fails to disclose a material fact required by the form of application or makes a false or misleading statement in the form of application, commits an offence".

Signature of any shareholder of a private corporation, signing officer of a public corporation or society, sole proprietor or **all** individuals in a partnership is required below:

Note: An agent, lawyer, resident manager or third party operator may not sign the declaration on behalf of the applicant.

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### PART 11: Application and Approval Process – What happens next?

### For the following change requests (all C1):

- Part 2 External Transfer of Shares
- Part 3 Change of Directors and Officers

### The process is:

- The applicant will complete the appropriate section of this form and Parts 9 and 10, and attach all required documents.
- 2. Applicant must submit a complete application package and fee to the Liquor Control and Licensing Branch.
- 3. Liquor Control and Licensing Branch (LCLB) staff will review the application package for completeness and will advise the applicant of any information/documentation required before the application can be processed. If a complete application is not received within 30 days of notification, your application will be terminated and you will have to re-apply and pay the application fees.
- LCLB staff will advise the applicant when the application has been moved to 'inspector's review' status and instruct the
  applicant to contact the local liquor inspector to arrange for an interview, if required.
- 5. LCLB staff will advise the applicant and the liquor inspector when the application is approved.

### For the following change requests (all C2):

- Part 1 Internal Transfer of Shares (including internal amalgamation)
- Part 4 Corporation Name Change
- Part 5 Person's Name Change
- Part 6 Partnership Name Change
- Part 7 Society Name Change
- Part 8 Addition of a Receiver or Executor

### The process is:

- 1. Applicant will complete the appropriate section of this form and Parts 9 and 10, and attach all required documents.
- 2. Applicant must submit a complete application package and fee to the Liquor Control and Licensing Branch.
- 3. Liquor Control and Licensing Branch (LCLB) staff will review the application package for completeness and will advise the applicant of any information/documentation required before the application can be processed. If a complete application is not received within 30 days of notification, your application will be terminated and you will have to re-apply and pay the application fees.
- 4. LGLB staff will advise the applicant and the liquor inspector when the application is approved.

### Change of Ownership (for applicants who are reporting a complete transfer of all shares)

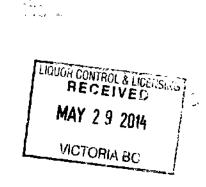
If the previous owner had an existing Business BCelD account and you, the new owner, are reporting the transfer of ownership of the corporation to yourself, you <u>must</u> first contact the previous owner and have them add you as a user to their Business BCelD account by following the instructions below. BCelD user IDs and passwords are not to be shared. Each user must have their own user ID and password. <u>Important:</u> The Business Profile Manager role must be selected for the new owner.

### <u>Instructions</u>

When you are ready to add the new owner to the account, please follow these steps:

- 1. Have the new owner's email and telephone information ready;
- 2. Call the BCeID Help Desk
  - Toll-free at 1-888-356-2741 if you are within Canada and the USA or
  - + 604-660-2355 if you are within the Lower Mainland or outside Canada and the USA.
- Ask to be transferred to a 8CeID Registration Analyst for assistance to add a new Business Profile Manager user to an existing LCLB account.

The Registration Analyst will contact the new owner with instructions on how to activate and manage the BCeID account. **Important**: Once the new owner has their BCeID account set up and activated, they must then contact LCLB to add additional permissions to the LCLB account.



PART 12: Supporting Business Documents
Society Society
The following documents are required and must be attached to this application:  [] Certificate of Incorporation under the Society Act, and  [] Current list of officers and directors
Plus the top four executive officers must submit the personal documentation listed in Part 2 of this application.
Partnership On a separate piece of paper, please list the legal names of the partners with the percentage of ownership in the partnership listed beside each name. Plus, each partner must supply the personal documentation listed in Part 2 of this application.  For a registered partnership the following documents are required and must be submitted with this application:  Statement of Registration of General Partnership OR  Partnership Agreement or Joint Venture Agreement.
Public Corporation
The following documents are required for this type of business and must be submitted with this application:  Certificate of Incorporation, Extra-provincial registration, if your business is located outside British Columbia, and List of Directors and Officers.  Plus, the top four executive officers in your public corporation must submit the personal documentation listed in Part 2 of this application.
X Private Corporation
The following documents are required for this type of business and must be submitted with this application:
⊠Certificate of Incorporation, □ Extra-provincial registration, if your business is located outside British Columbia, □ Extra-provincial registration, if your business is located outside British Columbia, □ Central Securities Register, □ Notice of Articles, and
Special Rights and Restrictions within the articles of incorporation that detail the class and types of shares and whether or not each class or type of share has voting privileges (if the information is not already included in the Notice of Articles).
And, if one of the shareholders is a private corporation, a public corporation, a society or a partnership, submit all the documents listed under that business type.  Plus, all shareholders (individuals) holding 10% or greater interest in the applicant corporation must submit the personal documentation listed in Part 2.
Other
This includes entities incorporated through Federal or Provincial legislation. Examples: Local Government, First Nations, colleges, universities, etc. Contact the branch to discuss documentation requirements.

LIQUOR CONTROL & LICE ISSING RECEIVED

MAY 2 9 2014

VICTORIA BC

Freedom of Information and Privacy Act - The information requested on this form is collected for the purpose of obtaining or making changes to a liquor licence. All personal information is collected under the authority of Section 15 of the Liquor Control and Licensing Act (RSBC 1996, c.267). Questions should be directed to: Liquor Control and Licensing Branch, Freedom of Information Officer, PO Box 9292 STN PROV GOVT, Victoria, BC V8W 9J8. Phone - Victoria; 250 952-5787. Outside Victoria: 1-866 209-2111. Fax: 250 952-7066

### MARK ANTHONY PRESENTS... INC.

### Common shares without par value Consideration Paid to Company If Transferred, from Cert. Full Name and Address of Number Acquired by Date Share Date Share of Shares Allotment. whom No. Certificate Shareholder Certificate Paid Per Share Cash or Conversion. Issued Cancelled Other Transfer (or) Other Than Cash **Particulars** Cash [Cancel detail]s Allotment 8.21 s.21 s.21 Cash transferred to Dec 5, 2011 Dec 5, 2011 Vincent Santacroce Pelecanus Holdings Ltd. Suite 800 (SC#2)] 1090 West Georgia Street Vancouver, BC V6E 3V7 (incorporator) s.21 s.22 2 transferred to Transfer 8.21 Sebastian Holdings Ltd. Feb 20, 2014 Pelecanus Holdings Ltd. Dec 5, 2011 500 - 887 Great Northern Way (SC#1) (SC#8)] Vancouver, BC V5T 4T5 s.21 Common S Allotment s.21 3 Other Jan 23, 2012 Pelecanus Holdings Ltd. Feb 20, 2014 shares of Mark 500 - 887 Great Northern Way Anthony Brewing Vancouver, BC V5T 4T5 Inc. pursuant to Share Purchase Agreement |S.21 transferred to Sebastian Holdings Ltd. (SC#8)] s.21 common quotas. 21 Allotment 8.21 Other Jan 23, 2012 Feb 20, 2014 Pelecanus Holdings Ltd. of Mark Anthony 500 - 887 Great Northern Way International SRL Vancouver, BC V5T 4T5 TIQUOR CONTRO pursuant to Share Purchase Agreement s.21 transferred to Sebastian Holdings Ltd. (SC#8)]

### **CENTRAL SECURITIES REGISTER** MARK ANTHONY PRESENTS... INC. Common shares without par value Date Share Date Share Full Name and Address of Number If Transferred, from Acquired by Cert. Consideration Paid to Company Certificate Certificate Shareholder of Shares Allotment, whom No. Cash or Paid Per Share Issued Cancelled Conversion. Other Transfer (or) Other Than Cash **Particulars** Cash [Cancel detail]s s.21 Jan 23, 2012 Feb 20, 2014 Pelecanus Holdings Ltd. Ailotment 5 -s.21 Other Common 500 - 887 Great Northern Way shares of 656644 Vancouver, BC V5T 4T5 B.C. Ltd. pursuant to Share Purchase Agreement S.21 Holdings Ltd. (SC#8)] s.21 Allotment 8.21 Jan 23, 2012 The Mark Anthony Group Jan 31, 2012 6 Other common quotas Company of Mark Anthony 500 - 887 Great Northern Way International SRL Vancouver, BC V5T 4T5 pursuant to Share Purchase Agreement [s.21] transferred to Pelecanus Holdings Ltd. (SC#7)] s.21 Transfer S.21 Jan 31, 2012 Feb 20, 2014 Pelecanus Holdings Ltd. The Mark Anthony 7 transferred to 500 - 887 Great Northern Way Sebastian Holdings Ltd. Group Company (SC#8)] Vancouver, BC V5T 4T5 (SC#6) HUNDIT. s.21 Transfer 8.21 Feb 20, 2014 Sebastian Holdings Ltd. Pelecanus Holdings 8 500 - 887 Great Northern Way Ltd. (SC#2, 3, 4, 5, Vancouver, BC V5T 4T5 i 🖴 Fotal issued: S.21

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					Transfer (or)			Other	Cash	Other Than Cash Particulars
				- 21						[Cancel detail]s
Feb 20, 2014		500 - 81	is Holdings Ltd. 7 Great Northern Way ver, BC V5T 4T5	─s.21	Allounent s.21		PB-1	Other		Common S., shares of Mark Anthony Presents Inc. pursuant to February 20, 2014 Share Purchase Agreement
							-			
	<u></u>		<u>.                                    </u>							
			i							
			:							
	Total issued:	s.21								
	MAY 2 9 2014  VICTORIA BC	3								

			CENT	TRAL SE	CURITIES RE	GISTER			•	
			S	EBASTIA	N HOLDINGS	LTD.				
			<b>;</b>		d shares without					
Date Share	Date Share	Full	Name and Address of	Number	Acquired by	If Transferred, from	Cert.	Co	onsideration	n Paid to Company
Certificate Issued	Certificate Cancelled	ļ	Shareholder	of Shares	Allotment, Conversion,	whom	No.	Cash or		Paid Per Share
	!		;		Transfer (or)			Other	Cash	Other Than Cash Particulars
			! !							[Cancel detail]s
Feb 20, 2014		500 - 88	is Holdings Ltd. 7 Great Northern Way yer, BC V5T 4T5	s.21	Allotment s.21		PC-1	Other		Common share of a CheckMate Artisanal Winery Ltd. pursuant to February 20, 2014 Share Purchase Agreement
			:	<u>.</u>			<u> </u>		<u>                                     </u>	
					,					
			!						]	
			: 						<u></u>	
,	Total issued:	s.21								

MAY 2 9 2014
VICTORIA BC