

**AMENDMENT TO
DISCLOSURE STATEMENT
OF
704315 B.C. Ltd.
For the
"Sentinel Ridge" Development**

DATE OF DISCLOSURE STATEMENT: September 27, 2006

NAME OF DEVELOPER: 704315 B.C. LTD.

ADDRESS FOR SERVICE: 1626 Garnet Road
Victoria, BC
V8P 3A8

MAILING ADDRESS
OF DEVELOPER: 1626 Garnet Road
Victoria, BC
V8P 3A8

This Amendment to the Disclosure Statement has been filed with the Superintendent of Real Estate, but neither the Superintendent, nor any other authority of the government of the Province of British Columbia, has determined the merits of any statement contained in the Amendment to the Disclosure Statement, or whether the Amendment to the Disclosure Statement contains a misrepresentation or otherwise fails to comply with the requirements of the *Real Estate Development Marketing Act*. It is the responsibility of the developer to disclose plainly all material facts, without misrepresentation.

1. First Amendment

To delete reference to the name “Bayview Estates Development” throughout the document and specifically on Page 1, Page 2, Page 5 (2.1), and Page 7 (4.1), and to substitute the words “Sentinel Ridge”.

2. Second Amendment

To delete Page 1 of Exhibit B and to substitute the attached Page 1 of Exhibit B.

DEEMED RELIANCE

Section 22 of the *Real Estate Development Marketing Act* provides that every purchaser who is entitled to receive this Amendment to Disclosure Statement is deemed to have relied on any false or misleading statement of material fact contained in this Amendment to Disclosure Statement, if any, and any omission to state a material fact. The Developer, its directors and any person who has signed or authorized the filing of this Amendment to Disclosure Statement are liable to compensate the purchaser for any misrepresentation, subject to any defences available under section 22 of the *Act*.

DECLARATION

The foregoing statements disclose, without misrepresentation, all material facts relating to the Development referred to above, as required by the *Real Estate Development Marketing Act* of British Columbia, as of December 12, 2006

DATE Signed: December 12, 2006

704315 B.C. Ltd.

Per Authorized Signatories:

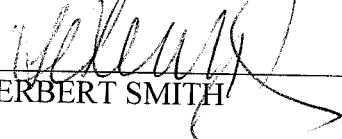
All Directors in their Personal Capacity



WILLIAM ERNEST BEADLE



WILLIAM ERNEST BEADLE



HERBERT SMITH

BUILDING SCHEME

1. DEFINITIONS

- (a) "Developer" means 704315 BC LTD. and includes its assigns and successors.
- (b) "Lot" means any of the 58 residential building lots, in whatever phase, intended to be created by subdivision of the Land, and "Lots" has a corresponding meaning.
- (c) Purchasers and their successors in title of the Lots are subject to this Building Scheme and are hereinafter referred to as the "Owner" or "Owners".

2. DELEGATION

- (a) The Developer may appoint in writing:
 - (i.) an agent;
 - (ii.) a committee;
 - (iii.) a person; or
 - (iv.) persons,to carry out any of its powers conferred in this Building Scheme.

3. APPROVAL OF PLANS

- (a) No dwelling, building or other improvements shall be constructed, placed, erected or maintained on any Lot unless and until plans and specifications showing compliance in all respects with these restrictions and providing elevations, siting, size, colour scheme, landscaping and all materials to be used have been submitted to and approved in writing by the Developer's authorized agent ("Design Consultant") who shall have the right and power to approve or reject such plans and specifications. For the purposes of this Building Scheme, construction shall include grading, filling or other preparatory work on any Lot.
- (b) The Developer shall have the right to waive any terms or conditions in whole or in part with respect to any lot charged by this Statutory Building Scheme and any such waiver of any breach shall not negate or render such provision invalid or unenforceable with respect to any other lot charged by this Statutory Building Scheme.

4. THE LOT

- (a) Site Requirements and Lot Grading
 - (i.) Retaining walls, where unavoidable, will be limited to an exposed height of no more than 1.2m (4 feet). Any exposed concrete over 0.6m (2 feet) in height shall be architecturally treated. All retaining walls and their foundations, including drainage pipes, are to be within the property lines so as not to cause any encroachment on the neighbouring Lot.
 - (ii.) There shall be no commencement of site preparation, and there shall not be constructed, placed, erected or maintained on any lot any dwelling, building or other improvements (a "dwelling or