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File No. 172723

**VIA SEDAR**

Ontario Securities Commission  
British Columbia Securities Commission  
Alberta Securities Commission  
TSX Venture Exchange

Dear Sirs/Mesdames:

**RE: HOPE WELL CAPITAL CORP. (the "Corporation")**

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On behalf of the Corporation, we hereby submit the correct version By-Law No. 1 of the Corporation.

By-Law No. 1 filed today includes advance notice provisions in section 2.10 thereof, in circumstances where shareholders have requisitioned a shareholders' meeting or submitted a shareholder proposal for the purpose of nominating directors.

Best regards,  
**FOGLER, RUBINOFF LLP**  
Per:

*/s/ Anna Matanovic*

Anna Matanovic  
Law Clerk

JHW/am  
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