

**AMENDED NOTICE OF CHANGE IN CORPORATE STRUCTURE  
PURSUANT TO SECTION 4.9 OF NATIONAL INSTRUMENT 51-102**

**ITEM 1 Names of the Parties to the Transaction:**

Transition Therapeutics Inc. (“**Transition**”)  
OPKO Health, Inc. (“**OPKO**”)  
OPKO Global Holdings, Inc. (“**OPKO Sub**”)

**ITEM 2 Description of the Transaction:**

On August 31, 2016, OPKO, through OPKO Sub, acquired all of the issued and outstanding common shares of Transition by way of a court approved plan of arrangement (the “**Arrangement**”) under the *Business Corporations Act* (Ontario). The Arrangement was effected pursuant to an arrangement agreement dated June 29, 2016 between OPKO, OPKO Sub and Transition.

Under the terms of the Arrangement, Transition shareholders received 0.1657484 of a share of OPKO common stock for each common share of Transition held. Based on 38,798,971 Transition shares outstanding, OPKO issued 6,430,868 shares of its common stock to complete the Arrangement.

The Arrangement was approved by the Transition shareholders on August 25, 2016 and by the Ontario Superior Court of Justice (Commercial List) on August 29, 2016. The Arrangement became effective on August 31, 2016.

**ITEM 3 Effective Date of the Transaction**

August 31, 2016

**ITEM 4 Names of each Party, if any, that ceased to be a Reporting Issuer subsequent to the Transaction and of each Continuing Entity**

Transition has ceased being a reporting issuer in Canada. In connection with the Arrangement, OPKO became a reporting issuer in British Columbia, Alberta, Saskatchewan, Manitoba, Ontario and Quebec and will apply to cease being a reporting issuer in those jurisdictions.

**ITEM 5 First Financial Year End and Interim Filings**

Not applicable.

**ITEM 6 Documents Which Describe the Arrangement**

The following additional information relating to the Arrangement has been filed on the SEDAR profile of Transition:

- a. The arrangement agreement between Transition, OPKO and OPKO Sub dated as of June 29, 2016, filed on July 6, 2016;
- b. the joint news release of Transition and OPKO dated June 30, 2016 announcing the entering into of the Arrangement and the terms of the Arrangement, filed on June 30, 2016;
- c. the material change report of Transition dated July 6, 2016 disclosing the announcement of the Arrangement, filed on July 6, 2016;
- d. the Notice of Special Meeting and the Management Information Circular filed on August 4, 2016 for the special meeting of Transition shareholders held on August 25, 2016;
- e. the news release of Transition dated August 25, 2016 announcing shareholder approval of the Arrangement, filed on August 25, 2016; and
- f. the joint news release of Transition and OPKO dated August 31, 2016 announcing the completion of the Arrangement, filed on August 31, 2016.

Dated October 11, 2016