

NOTICE OF CHANGE IN CORPORATE STRUCTURE

PURSUANT TO SECTION 4.9 OF NATIONAL INSTRUMENT 51-102 - *CONTINUOUS DISCLOSURE OBLIGATIONS*

AlliancePharma Inc. (formerly Rodocanachi Capital Inc.) hereby gives notice to the Alberta Securities Commission, the British Columbia Securities Commission, the Autorité des Marchés Financiers, the Ontario Securities Commission and the TSX Venture Exchange (the “**TSXV**”) of a change in corporate structure, in accordance with the provisions of section 4.9 of National Instrument 51-102 - *Continuous Disclosure Obligations* (“**NI 51-102**”).

Names of parties to the transaction:

AlliancePharma Inc. (formerly named Rodocanachi Capital Inc.) (the “**Issuer**”)
AlliancePharma Inc. (“**Alliance**”)
9308-5983 Québec Inc. (“**Subco**”)

Description of the transaction:

On January 8, 2015, the Issuer completed its qualifying transaction (the “**Qualifying Transaction**”) in accordance with the policies of the TSX Venture Exchange (the “**TSXV**”), pursuant to which Alliance amalgamated with Subco, a wholly owned subsidiary of the Issuer, to continue as an amalgamated company (“**Amalco**”).

Pursuant to the Qualifying Transaction, the shareholders of Alliance were issued an aggregate of 18,000,000 common shares of the Issuer (on a post-Consolidation (as defined below) basis) and a convertible debenture of \$750,000 for all the securities of Alliance held immediately prior to the completion of the amalgamation.

In connection with and immediately prior to the Qualifying Transaction, the Issuer completed a consolidation of its common shares on a 3:1 basis (the “**Consolidation**”) and changed its name to “AlliancePharma Inc.”

For additional information on the Qualifying Transaction, please refer to the Issuer’s filing statement dated December 30, 2014, an electronic copy of which can be found on SEDAR under the Issuer’s profile.

Effective date of the transaction:

January 8, 2015.

Name of each party, if any, that ceased to be a reporting issuer after the transaction and of each continuing entity:

Subsequent to the completion of the Qualifying Transaction, the Issuer continues to be a reporting issuer in the provinces of Quebec, British Columbia, Alberta and Ontario. As a result of the Qualifying Transaction, Amalco became a wholly-owned subsidiary of the Issuer.

The date of the Issuer's first financial year-end after the transaction:

July 31, 2015

The periods, including the comparative periods, of the interim financial reports and annual financial statements for the first financial year following the completion of the transaction:

Rodocanachi Capital Inc. unaudited condensed interim financial statements for the three and six months ended November 30, 2014 and 2013

Alliance unaudited condensed consolidated interim financial statements for the three months ended October 31, 2014 and 2013 (Financial statements of RTO acquirer)

The Issuer unaudited condensed consolidated interim financial statements for the three and nine months ended January 31, 2015 and 2014

The Issuer audited consolidated annual financial statements for the years ended July 31, 2015 and 2014

The document filed under National Instrument 51-102 that described the transaction and where the document can be found:

Not applicable. The Qualifying Transaction is described in detail in the filing statement of the Issuer dated December 30, 2014, which was prepared in accordance with the policies of the TSXV and is available on SEDAR at www.sedar.com.

Date of Report:

January 9, 2015