

SAKINAW RIDGE

FIRST AMENDMENT TO DISCLOSURE STATEMENT

DATED: June 2, 2006
ORIGINAL DISCLOSURE STATEMENT DATED: September 15, 2005

DEVELOPER:
BGD HOLDINGS CO. LTD.

Mailing Address:
9701, 201st Street
Langley, B. C.
V1M 3E7

Address for Service:
c/o #1600, 925 West Georgia Street
Vancouver, B.C.
V6C 3L2

Agent:
Landquest Realty Corp.
#200, 313 – 6th Street
New Westminster, B.C.
(604) 664-7633

This 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 Disclosure Statement, or whether 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. Exhibit "A" Draft Subdivision Plan be hereby deleted and the attached Plan of Subdivision BCP23871 be inserted in it's place and stead.

2. Paragraph 3.1 Utilities and Services be amended by adding the following:

The Developer has entered into a Letter of Credit with the Sunshine Coast Regional District to guaranty payment for the installation of services and also with the Ministry of Transportation & Highways for paving.

3. Paragraph 4.1 Legal Description be deleted in it's entirety and the following be inserted in it's place and stead:

4.1 Legal Description

The present legal description of the development property is:

North Shore-Squamish Valley Assessment Area
Pender Harbour Fire Protection District
Lots 1, 2, 3, 4, 5, 7, 8, 9, 10, 12, 13, 14, 15, 16, 17, 18, 19
20, 21, 22, 23, 24, 25, 26, 27, 28, 29, 30 & 31 District Lots 3921
and 3922 Group 1 New Westminster District Plan BCP23871

(collectively called the "Lands")

4. Paragraph 4.3 Existing Encumbrances and Legal Notations be deleted in it's entirety and the following be inserted in it's place and stead:

The Lands are charged and the Lots will be charged with the following encumbrances and legal notations:

- a) Mortgage No. BV142863 in favour of 5200 Investments Ltd. which will be discharged from the title of each lot sale;
- b) Mortgage No. CA204047 in favour of Prospera Credit Union which will be discharged from the title of each lot sale;
- c) Assignment of Rents No. CA204048 in favour of Prospera Credit Union which will be discharged from the title of each lot sale;
- d) Priority Agreement No. CA204051 granting Mortgage No. CA2040047 (Prospera) priority over Mortgage No. BV142863 (5200 Investments Ltd.);

- e) Section 219 Covenant No. BA175960 agreement in favour of the Sunshine Coast Regional District informing of potential flood danger over Sea Lots 12, 13, 14, 15, 16, 17, 18, 19, 20, 21 & 22;
 - f) Section 219 Covenant No. BA175963 agreement in favour of the Sunshine Coast Regional District informing of potential flood danger over Lake Lots 1, 2 & 3;
 - g) Section 219 Covenant No. BA175967 agreement in favour of the Ministry of Transportation and Highways setting out restricted building areas over 1, 9, 12, 14, 15, 16, 17, 18, 19, 20, 21, 22, 24, 25, 26, 27, 28, 29 & 30;
 - h) Section 219 Covenant No. BA175970 agreement in favour of Sunshine Coast Regional District setting out Riparian Vegetation Protection Area over Lots 1, 2 & 3.
5. Paragraph 4.4 Proposed Encumbrances be amended to reflect any reference to Bank of Montreal be hereby changed to Prospera Credit Union.
6. Paragraph 6.2 Construction Financing be amended to reflect any reference to Bank of Montreal be hereby changed to Prospera Credit Union.

Section 22 of the *Real Estate Development Marketing Act* provides that every purchaser who is entitled to receive this Disclosure Statement is deemed to have relied on any false or misleading statement of a material fact contained in this 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 Disclosure Statement are liable to compensate the purchaser for any misrepresentation, subject to any defences available under section 22 of the Act.


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 June 2, 2006.

BGD Holdings Co. Ltd.


Per:


Authorized Signatory

Dated: June 2, 2006


Authorized Signatory

Dated: June 2, 2006


David R. Milne

Dated: June 2, 2006


Brian Spence

Dated: June 2, 2006.

SOLICITOR'S CERTIFICATE

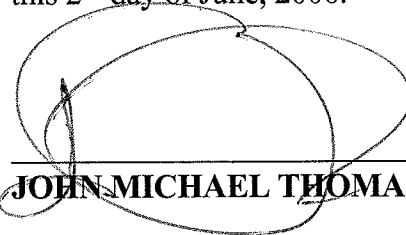
IN THE MATTER of the *Real Estate Act*
and the Disclosure Statement of
BGD Holdings Co. Ltd.

For Property legally described as:

North Shore – Squamish Valley Assessment Area
Pender Harbour Fire Protection District
Lots 1, 2, 3, 4, 5, 7, 8, 9, 10, 12, 13, 14, 15, 16, 17
18, 19, 20, 21, 22, 23, 24, 25, 25, 26, 27, 28, 29, 30 & 31
District Lots 3921 and 3922 Group 1 NWD Plan BCP23871

I, **JOHN MICHAEL THOMAS BURKE**, Barrister and Solicitor, a member of the Law Society of the Province of British Columbia, having read over the above-described First Amendment to Disclosure Statement dated the 2nd day of June, 2006, made any required investigations in public offices, and reviewed same with the Developer therein named, hereby certify that the facts contained in Paragraphs 4.1 and 4.3 are correct.

DATED at the City of Abbotsford,
in the Province of British Columbia,
this 2nd day of June, 2006.



JOHN MICHAEL THOMAS BURKE

Exhibit "A"

Plan of Subdivision (BCP23871)

