

STARREX INTERNATIONAL LTD.
(the “Corporation”)

CHANGE OF AUDITOR NOTICE
Pursuant to National Instrument 51-102 (“NI 51-102”), Section 4.11

I. Former Auditors:

- a. Grant Thornton LLP. (“**Grant Thornton**”) resigned as auditors of the Corporation effective as of February 9, 2016.
- b. Grant Thornton resigned as the auditors of the Corporation at their own initiative.
- c. The resignation of Grant Thornton as auditors of the Corporation was approved by the board of directors of the Corporation on Monday, February 22, 2016.
- d. Grant Thornton had been appointed auditors of the Corporation effective October 16, 2015. There is no report produced by Grant Thornton on any of the financial statements of the Corporation up to and ending on the date of resignation.
- e. To the date hereof, there have been no reportable events involving Grant Thornton. A reportable event means a disagreement, a consultation or an unresolved issue, all as further defined in NI 51-102 and as duplicated on Schedule “A” attached hereto.

II Successor Auditors

- a. The board of directors of the Corporation approved the reappointment of MNP LLP, (“**MNP**”) as successor auditors of the Corporation on Monday, February 22, 2016.
- b. MNP’s auditor’s reports on the financial statements of the Corporation for the financial years ended December 31, 2014 and 2013 did not express a modified opinion.
- c. To the date hereof, there have been no reportable events involving MNP.

DATED at Toronto, Ontario this 22th day of February, 2016.

STARREX INTERNATIONAL LTD.

Signed: “*Ronald Mann*”

By: _____
Ronald Mann, Secretary, Chief Operating Officer
and Investor Relations Officer

SCHEDULE “A”

Definitions:

“**consultation**” means advice provided by a successor auditor, whether or not in writing, to a reporting issuer during the relevant period, which the successor auditor concluded was an important factor considered by the reporting issuer in reaching a decision concerning

- (a) the application of accounting principles or policies to a transaction, whether or not the transaction is completed;
- (b) a report provided by an auditor on the reporting issuer’s financial statements;
- (c) scope or procedure of an audit or review engagement; or
- (d) financial statement disclosure;

“**disagreement**” means a difference of opinion between personnel of a reporting issuer responsible for finalizing the reporting issuer’s financial statements and the personnel of a former auditor responsible for authorizing the issuance of audit reports on the reporting issuer’s financial statements or authorizing the communication of the results of the auditor’s review of the reporting issuer’s interim financial statements, if the difference of opinion

- (a) resulted in a reservation in the former auditor’s audit report on the reporting issuer’s financial statements for any period during the relevant period;
- (b) would have resulted in a reservation in the former auditor’s audit report on the reporting issuer’s financial statements for any period during the relevant period if the difference of opinion had not been resolved to the former auditor’s satisfaction, not including a difference of opinion based on incomplete or preliminary information that was resolved to the satisfaction of the former auditor upon the receipt of further information;
- (c) resulted in a qualified or adverse communication or denial of assurance in respect of the former auditor’s review of the reporting issuer’s interim financial statements for any interim period during the relevant period; or
- (d) would have resulted in a qualified or adverse communication or denial of assurance in respect of the former auditor’s review of the reporting issuer’s interim financial statements for any interim period during the relevant period if the difference of opinion had not been resolved to the former auditor’s satisfaction, not including a difference of opinion based on incomplete or preliminary information that was resolved to the satisfaction of the former auditor upon the receipt of further information;

“**unresolved issue**” means any matter that, in the former auditor’s opinion, has, or could have, a material impact on the financial statements, or reports provided by the auditor relating to the financial statements, for any financial period during the relevant period, and about which the former auditor has advised the reporting issuer if

- (a) the former auditor was unable to reach a conclusion as to the matter’s implications before the date of termination or resignation;
- (b) the matter was not resolved to the former auditor’s satisfaction before the date of termination or resignation; or
- (c) the former auditor is no longer willing to be associated with any of the financial statements;