

**THREED CAPITAL INC.
NOTICE OF CHANGE OF AUDITOR
(National Instrument 51-102)**

TO: British Columbia Securities Commission
Alberta Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan
Ontario Securities Commission
Autorité des marchés financiers
Nova Scotia Securities Commission

AND TO: MNP LLP
Ernst & Young LLP

Dear Sirs/Mesdames:

NOTICE IS HEREBY GIVEN that, on the advice of the Audit Committee of **THREED CAPITAL INC.** (the “**Company**”), the Board of Directors of the Company resolved on June 18, 2018 that (i) the resignation of Ernst & Young LLP (“**E&Y**”) with effect from June 18, 2018, as auditor of the Company be accepted; and (b) MNP LLP (“**MNP**”) be appointed as auditor of the Company effective as of June 18, 2018, to hold office until the next annual meeting at a remuneration to be fixed by the directors.

In accordance with National Instrument 51-102 (“NI 51-102”), we confirm that:

- (a) E&Y resigned at the request of the Company;
- (b) E&Y has not expressed a modified opinion in its reports for the two most recently completed fiscal years of the Company, nor for the period from the most recently completed period for which E&Y issued an audit report in respect of the Company and the date of this Notice;
- (c) the resignation of E&Y and appointment of MNP as auditor of the Company were considered by the Audit Committee and approved by the Board of Directors of the Company; and
- (d) in the opinion of the Board of Directors of the Company, no "reportable event" as defined in NI 51-102 has occurred in connection with the audits of the two most recently completed fiscal years of the Company, nor any period from the most recently completed period for which E&Y issued an audit report in respect of the Company and the date of this Notice.

DATED at Toronto, Ontario this 18th day of June, 2018.

THREED CAPITAL INC.

By: _____

Name: Gerry Feldman, CPA, CA

Title: Chief Financial Officer and Corporate Secretary