

NEOTECK SOLUTIONS INC.
(the “Company”)

**NOTICE OF CHANGE OF AUDITOR
PURSUANT TO NATIONAL INSTRUMENT 51-102**

December 18, 2012

Notice To:

Alberta Securities Commission
British Columbia Securities Commission
Charlton & Company, Chartered Accountants
MNP LLP

Dear Sirs/Mesdames:

**Re: Notice Regarding Proposed Change of Auditor
Pursuant to National Instrument 51-102**

Please be advised that at the request of the board of directors of the Company, the Company’s auditor, Charlton & Company, Chartered Accountants, of Suite 1735, Two Bentall Center, 555 Burrard Street Box 243, Vancouver, British Columbia, V7X 1M9 (the “**Former Auditor**”) resigned from office at the Company’s request effective as of December 18, 2012 and that MNP LLP, of Suite 2300, 1055 Dunsmuir Street, Box 49148, Vancouver, British Columbia, V7X 1J1 (the “**Successor Auditor**”) has agreed to act as the Company’s auditor effective as of December 18, 2012.

The Company confirms that there were no reservations in the auditor’s reports of the Former Auditor in connection with:

- (a) the Company’s financial statements for the two most recently completed fiscal years; and
- (b) any period subsequent to the most recently completed period for which an audit report was used and preceding the date of expiry of the Former Auditor’s term of office.

In the opinion of the Company, prior to the resignation of the Former Auditor, there were no “reportable events”. A “reportable event” is an occurrence in the relationship between the Company and the Former Auditor which may have been a contributing factor in the resignation of the Former Auditor. (A “reportable event” is fully defined in section 4.11 of National Instrument 51-102 of the Canadian Securities Administrators.)

The resignation of the Former Auditor and the recommendation to appoint the Successor Auditor, as well as the contents of this notice and the enclosed response letters from the Former Auditor and the Successor Auditor have been approved by the Company’s board of directors.

NEOTECK SOLUTIONS INC.

“Sharon Muzzin”

Sharon Muzzin
Chief Financial Officer