

NETCOINS HOLDINGS INC.
Suite 488 – 1090 West Georgia Street
Vancouver, B.C. V6E 3V7
(the "Company")

NOTICE OF CHANGE OF AUDITOR
(the "Notice")

To: MNP LLP Chartered Professional Accountants
And To: Manning Elliot LLP Chartered Professional Accountants

NOTICE IS HEREBY GIVEN that, on the advice of the Audit Committee of the Company, the Board of Directors of the Company resolved on August 17, 2020 that:

1. The resignation of MNP LLP (“**MNP**”) Chartered Professional Accountants as auditors of the Company effective August 17, 2020 be accepted; and
2. The appointment Manning Elliott LLP (“**Manning Elliott**”) Chartered Professional Accountants, as auditors of the Company, effective August 17, 2020, until the next annual meeting of the Company, be approved.

In accordance with National Instrument 51-102 *Continuous Disclosure Obligations* ("**NI 51-102**"), the Company confirms that:

1. MNP resigned as auditor at the request of the Company, effective August 17, 2020, to facilitate the appointment of Manning Elliott;
2. MNP expressed a reservation opinion in its report for the year ended December 31, 2019. The auditor was unable to obtain audit evidence with respect to the design and implementation of identified controls to determine portions of the Company’s revenue and cost of sales.
3. MNP did not express any reservation or modified opinion in its report for the year ended December 31, 2018, and for the period from the most recently completed period for which MNP issued an audit report in respect of the Company and the date of this Notice;
4. 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 for which MNP issued an audit report in respect of the Company and the date of this Notice; and
5. The Notice and Auditor's letters have been reviewed by the Audit Committee and the Board of Directors.

[Signature Page Follows]

Dated as of the 17th day of August, 2020

NETCOINS HOLDINGS INC.

"Kevin Ma"

Kevin Ma

Chief Financial Officer