

SBD CAPITAL CORP.
NOTICE OF CHANGE OF AUDITORS
PURSUANT TO NATIONAL INSTRUMENT 51-102 (“NI 51-102”)

April 10, 2019

TO: MNP LLP

AND TO: S & W LLP

AND TO: British Columbia Securities Commission
Alberta Securities Commission
Ontario Securities Commission

Dear Sirs/Mesdames:

Re: Notice Regarding Proposed Change of Auditor Pursuant to NI 51-102

Notice is hereby given that on April 1, 2019, the Board of Directors of SBD Capital Corp. (the “**Company**”) determined:

1. to accept the resignation, at the request of the Company, dated April 3, 2019, of MNP LLP (the “**Former Auditor**”), as auditor of the Company; and
2. to engage S & W LLP (the “**Successor Auditor**”), as auditor of the Company, effective April 3, 2019.

There have been no modified opinions in the Former Auditor's reports on any of the Company's financial statements for the two most recently completed fiscal years nor for any period subsequent to the most recently completed fiscal year.

In the opinion of the Company, prior to the resignation, and as at the date hereof, there were no reportable events as defined in NI 51-102 (Part 4.11).

The contents of this Notice and the termination of the Former Auditor and the proposed appointment of the Successor Auditor were approved by the Audit Committee and the Board of Directors of the Company.

DATED at Toronto, Ontario this 10th day of April, 2019.

**BY ORDER OF THE BOARD OF DIRECTORS OF
SBD CAPITAL CORP.**

“*Brian Murray*” (Signed)

Brian Murray
Chief Executive Officer