

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

March 7, 2022

TO: GRANT THORNTON 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 the Board of Directors of SBD Capital Corp. (the “**Company**”) determined:

1. to accept the resignation, at the request of the Company, effective December 1, 2021 of S&W LLP (the “**Former Auditor**”) as a result of the acquisition of the Former Auditor by the Successor Auditor (as defined below), as auditor of the Company; and
2. to engage Grant Thornton LLP (the “**Successor Auditor**”), as auditor of the Company, effective December 1, 2021, as a result of the acquisition of the Former Auditor by the Successor Auditor.

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 7<sup>th</sup> day of March, 2022.

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

*"Aleem Nathwani"*

Aleem Nathwani  
Chief Executive Officer and Interim Chief Financial Officer