



February 25, 2015

British Columbia Securities Commission  
12th floor, 701 West Georgia Street  
PO Box 10142, Pacific Centre  
Vancouver, BC V7Y 1L2

Alberta Securities Commission  
4th floor, 300-5th Avenue SW  
Calgary, AB T2P 3C4

Dear Sirs/Mesdames:

**Re: Notice of Change of Auditors – Mount Dakota Energy Corp.**

We have read the statements made by Mount Dakota Energy Corp. (the “Company”) in its Notice of Change of Auditors dated February 25, 2015 (the “Notice of Change”), which has been filed pursuant to Section 4.11 of National Instrument 51-102.

We agree with the statements in the Notice of Change.

Yours truly,

MANNING ELLIOTT LLP

*Manning Elliott LLP*