

THOMAS, RONDEAU LLP

Business Lawyers *

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VIA SEDAR

British Columbia Securities Commission
12th Floor, Pacific Centre
701 West Georgia Street
Vancouver, BC V7Y 1L2

Alberta Securities Commission
4th Floor, 300 - 5th Avenue, S.W.
Calgary, AB T2P 3C4

Dear Sirs:

**Re: Mount Dakota Energy Corp. (the “Company”)
Change of Auditor**

In accordance with National Instrument 51-102, we enclose, on behalf of the Company, the following documents respecting the change of auditors of the Company:

1. Notice of Change of Auditors dated February 25, 2015;
2. Letter dated February 25, 2015 from Manning Elliott LLP, Chartered Accountants, the Company's former auditor; and
3. Letter dated February 26, 2015 from Davidson & Company LLP, Chartered Accountants, the Company's successor auditor.

If you have any questions, please do not hesitate to contact the writer.

Yours truly,

THOMAS, RONDEAU LLP

Per: “*Mauro Palumbo*”
Mauro Palumbo

MP/
Enclosures

cc: Davidson & Company LLP, Chartered Accountants (with enclosures)
Attention: Mr. Glenn Parchomchuk

cc: Manning Elliott LLP, Chartered Accountants (with enclosures)
Attention: Mr. Alden Aumann