

**UPSNAP, INC.
NOTICE OF CHANGE OF AUDITOR**

TO: RSM CANADA LLP

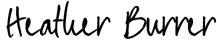
AND TO: SRCO PROFESSIONAL CORPORATION

TAKE NOTICE THAT:

1. RSM Canada LLP, the former auditors (the “**Former Auditors**”) has resigned at the request of the Corporation as auditor of the Corporation, effective November 16, 2022
2. The Board of Directors of the Company have determined to appoint SRCO Professional Corporation (the “**Successor Auditor**”), as the Company’s successor auditor and to propose the Successor Auditor for appointment as the auditor of the Company at the next annual general meeting of the shareholders of the Company;
3. The Audit Committee of the Corporation has considered the resignation of the Former Auditor as the Corporation’s auditor and recommended the appointment of the Successor Auditor as the Corporation’s auditor;
4. The resignation of the Former Auditors and the appointment of the Successor were approved by the Board of Directors and the Audit Committee of the Corporation;
5. The Former Auditor has not expressed any modified opinion in its audit reports for the period commencing at the beginning of the Corporation’s two most recent financial years and ending at the date of this notice; and
6. To the knowledge of the directors of the Corporation, “no reportable events” (as defined in National Instrument 51-102) has occurred in connection with the audits for the period commencing at the beginning of the Corporation’s two most recent financial years and ending at the date of this notice.

DATED at Toronto, Ontario, Canada this 16th day of November 2022.

BY ORDER OF THE BOARD

DocuSigned by:

F89C164FA1A9495...

Heather Burrer, Director