

HYDRO66 HOLDINGS CORP.
NOTICE OF CHANGE OF AUDITORS
PURSUANT TO NATIONAL INSTRUMENT 51-102 (“NI 51-102”)

October 31, 2019

TO: GRANT THORNTON UK LLP

AND TO: DAVIDSON & COMPANY LLP

AND TO: British Columbia Securities Commission
Alberta Securities Commission
Ontario Securities Commission
Saskatchewan Securities Commission
Nova Scotia 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 Hydro66 Holdings Corp. (the “**Company**”) determined to accept the resignation dated October 10, 2019 of Grant Thornton UK LLP (the “**Former Auditor**”), as auditor of the Company and appoint Davidson & Company LLP (the “**Successor Auditor**”), effective October 29, 2019, as successor auditors of the Company.

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 resignation of the Former Auditor and appointment of the Successor Auditor were approved by the Audit Committee and the Board of Directors of the Company.

DATED at Toronto, Ontario this 31 day of October, 2019.

**BY ORDER OF THE BOARD OF DIRECTORS OF
HYDRO66 HOLDINGS CORP.**

“Alex Johnstone” (signed)

Alex Johnstone
Chief Financial Officer