

LANEBURY GROWTH CAPITAL LTD.
(the “Company”)

DIRECTORS’ CONSENT RESOLUTIONS

The following resolutions were consented to and adopted in writing by the undersigned, being all of the directors of the Company, as the 28th day of August 2017.

1. CHANGE OF AUDITOR – REPORTING PACKAGE

WHEREAS, further to the Company’s Directors’ Resolutions dated August 23, 2017, approving the Notice of Change of Auditor attached hereto as Schedule “A”, the Company has received responses from its former auditor, DeVisser Gray LLP, Chartered Professional Accountants (“**DVG**”), attached hereto as Schedule “B”, and its successor auditor, MNP LLP, Chartered Professional Accountants (“**MNP**”), attached hereto as Schedule “C”, for review.

BE IT RESOLVED THAT:

- (a) The Company hereby approves and accepts the letter from DVG, and the details contained therein, attached hereto as Schedule “B”.
- (b) The Company hereby approves and accepts the letter from MNP, and the details contained therein, attached hereto as Schedule “C”.
- (c) In accordance with section 4.11 – *Change of Auditor*, of National Instrument 51-102 – *Continuous Disclosure Requirements*, the Company hereby instructs the filing of a reporting package, consisting of the documents contained in Schedules “A”, “B”, and “C” attached hereto, on SEDAR, and the delivery of such reporting package to each of DVG and MNP.
- (d) Any one director or officer of the Company from time to time be and is hereby authorized, empowered and instructed for and on behalf of the Company to execute, sign and deliver all such other documents as may be necessary, desirable or useful for the aforesaid purposes, and to perform and do all such acts and things as the director may determine to be necessary or advisable for such purpose, which shall be valid and binding on the Company to the same extent and is specifically authorized hereby, including such deletions, amendments or additions therein or thereto as may be approved by such person executing the same on behalf of the Company, such approval to be conclusively evidenced by the director’s signature to the respective documents.
- (e) These resolutions may be signed by the directors of the Company in separate counterparts, which when so signed shall be deemed to be an original and each signed copy sent by facsimile or electronic mail transmission shall be deemed to be an original. Such counterparts, notwithstanding the respective dates of execution of the separate counterparts, shall each be deemed to be an original, and together shall constitute one and the same instrument.

/s/ “Lance Tracey”
LANCE TRACEY

/s/ “Sheri Rempel”
SHERI REMPEL

/s/ “Laurie Baggio”
LAURIE BAGGIO

/s/ “Gary Schroeder”
GARY SCHROEDER

Schedule "A"

LANEBURY GROWTH CAPITAL LTD.

Suite 1080, 789 West Pender Street

Vancouver, BC V6C 1H2

To: DeVisser Gray LLP, Chartered Professional Accountants
MNP LLP, Chartered Professional Accountants

Re: Lanebury Growth Capital Ltd. (the "**Company**")
Notice of Change of Auditor (the "**Notice**")

In compliance with Section 4.11 of National Instrument 51-102 – Continuous Disclosure Obligations ("**NI 51-102**"), please be advised as follows:

1. The Company has decided to change its auditor from DeVisser Gray LLP of Suite 401, 905 West Pender Street, Vancouver, BC V6C 1L6 to MNP LLP of Suite 2200, MNP Tower, 1021 West Hastings Street, Vancouver, BC V6E 0C3.
2. The date of said change of auditor is August 23, 2017.
3. DeVisser Gray LLP have resigned at the request of the Company.
4. The resignation of DeVisser Gray LLP and the appointment of MNP LLP have been approved by the Company's Board of Directors.
5. None of the reports of DeVisser Gray LLP on any of the Company's financial statements relating to the "relevant period" (as such term is defined in section 4.11(1) of NI 51-102) expressed a modified opinion.
6. There has not been a "reportable event" (as such term is defined in section 4.11(1) of NI 51-102), which occurred in connection with the audit of the financial years ended June 30, 2015, and June 30, 2016, or for any period subsequent thereto.

Please review this Notice and prepare a letter identifying whether you agree, disagree and the reasons why, or have no basis to agree or disagree with each statement contained in this Notice, addressing your response to the relevant securities regulatory authorities (list of addresses attached hereto). Please deliver the response to the Company within seven (7) days from the date of this Notice.

This Notice and your reply will be part of the reporting package that will be filed with the applicable regulator or relevant securities administrators.

Dated this 23rd day of August 2017.

LANEBURY GROWTH CAPITAL LTD.

/s/ Sheri Rempel

Sheri Rempel
Director & CFO

Schedule “B”

August 23, 2017

British Columbia Securities Commission
P.O. Box 10142, Pacific Centre
701 West Georgia Street
Vancouver, B.C. V7Y 1L2

-and to-

Alberta Securities Commission
Suite 600, 250 – 5th St. SW
Calgary, Alberta T2P 0R4

-and to-

TSX Venture Exchange Inc.
10th Floor, 300 - 5th Avenue S.W.
Calgary, Alberta T2P 3C4

Dear Sirs/Mesdames:

**Re: Lanebury Growth Capital Ltd. (the “Company”)
Notice Pursuant to National Instrument 51-102 – Change of Auditor**

As required by the National Instrument 51-102 and in connection with our proposed engagement as auditor of the Company, we have reviewed the information contained in the Company’s Notice of Change of Auditor, dated August 23, 2017 and agree with the information contained therein, based upon our knowledge of the information relating to said notice and of the Company at this time.

Yours truly,



CHARTERED PROFESSIONAL ACCOUNTANTS

Schedule “C”

August 28, 2017

British Columbia Securities Commission

P.O Box 10142, Pacific Centre
701 West Georgia Street
Vancouver, British Columbia
V7Y 1L2

Alberta Securities Commission

Suite 600, 250-5th St. SW
Calgary, Alberta
T2P 0R4

Dear Sirs/Mesdames:

**Re: Lanebury Growth Capital Ltd. (the "Company")
Notice Pursuant to NI 51-102 – Change of Auditor**

As required by the National Instrument 51-102 and in connection with our proposed engagement as auditor of the Company, we have reviewed the information contained in the Company's Notice of Change in Auditor, dated August 23, 2017, and agree with the information contained therein, based upon our knowledge of the information relating to the said notice and of the Company at this time, except that we have no basis to agree or disagree with the statement that there have been no reportable events during the period that DeVisser Gray LLP has been auditor of the Company.

Yours truly,



MNP LLP