



NOTICE OF CHANGE OF AUDITOR
(the "Notice")

To: Ontario Securities Commission
British Columbia Securities Commission
Alberta Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan
The Manitoba Securities Commission
Autorité des marchés financiers
Financial and Consumer Services Commission (New Brunswick)
Nova Scotia Securities Commission
Office of the Superintendent of Securities, Service Newfoundland & Labrador
The Office of the Superintendent of Securities (Prince Edward Island)
Canadian Securities Exchange

And To: MNP LLP

And To: Harbourside CPA

TAKE NOTICE THAT:

In accordance with National Instrument 51-102 *Continuous Disclosure Obligations* ("**NI 51-102**"), Deepspatial Inc. (the "**Company**") hereby provides a change of auditor notice as follows:

1. On September 15, 2021, MNP LLP ("**MNP**") of Toronto, Ontario resigned as the Company's auditor at the Company's request;
2. The Company has appointed Harbourside CPA of Vancouver, British Columbia to fill the vacancy created by the resignation of MNP LLP, and to hold such position until the close of the next annual meeting of shareholders of the Company;
3. The resignation of MNP LLP and the appointment of Harbourside CPA was considered and approved by the Board of Directors of the Company;
4. There were no "reportable events" or modifications of opinion cited by MNP LLP in connection with the audits of the Company's predecessor entity's financial statements in the two most recently completed fiscal years ended December 31, 2019 and 2018; and
5. The Board of Directors of the Company are of the opinion that there were no "reportable events" as defined by NI 51-102, which occurred in connection with the audit of the two most recently completed fiscal years of the Company's predecessor entity.

Dated this 15th day of September, 2021.

DEEPSPATIAL INC.

/s/ "Rahul Kushwah"

Per: _____
Rahul Kushwah
Chief Executive Officer