

NOTICE OF CHANGE OF AUDITOR

TO: BAKER TILLY US, LLP

AND TO: M&K CPAS PLLC

**AND TO: Ontario Securities Commission
British Columbia Securities Commission
Alberta Securities Commission**

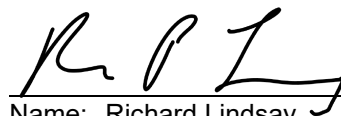
TAKE NOTICE THAT Chalice Brands Ltd. (the “**Corporation**”) hereby provides notice pursuant to National Instrument 51-102 *Continuous Disclosure Obligations* (“**NI 51-102**”) of a change of its auditors from Baker Tilly US, LLP (“**Baker**”), Chartered Professional Accountants, to M&K CPAS PLLC (“**M&K**”), Chartered Professional Accountants, effective September 28, 2022.

TAKE FURTHER NOTICE THAT:

1. Baker, the former independent auditor of the Corporation, tendered its resignation effective September 28, 2022 and the Corporation has appointed M&K in its place. The resignation was at the request of the Corporation. The Corporation had incorrectly reported that Baker had resigned effective August 10, 2022 and made disclosures in that respect on August 10, 2022. The Corporation’s public disclosure of the effective dates of the resignation of Baker and the appointment of M&K is incorrect, which date should each be September 28, 2022.
2. The request of Baker to resign and the appointment of M&K in its place have been recommended by the Audit Committee of the Board of Directors of the Corporation (the “**Board**”) and approved by the Board.
3. Baker was engaged to perform an audit of the consolidated financial statements of the Corporation as of and for the year ended December 31, 2021 in accordance with Canadian generally accepted auditing standards. As of the date of this notice, Baker has not completed their audit nor has Baker issued any report.
4. There are no reportable events (as defined under Section 4.11(1) of NI 51-102).
5. The Corporation has requested Baker and M&K to each furnish a letter addressed to the securities regulators in each province in which the Corporation is a reporting issuer stating whether or not they agree with the information contained in this notice. A copy of each such letter to the securities administrators will be filed with this notice.

DATED as of this 3rd day of October, 2022.

CHALICE BRANDS LTD.



Name: Richard Lindsay
Title: Interim Chief Financial Officer