

FOUNTAIN ASSET CORP.
25 Adelaide Street East, Suite 1300
Toronto, Ontario
M5C 3A1
(the “Corporation”)

NOTICE OF CHANGE OF AUDITOR
(the “Notice”)

To: RSM Canada LLP, Chartered Professional Accountants
And To: MNP LLP, Chartered Professional Accountants

1. The directors of the Corporation do not propose to re-appoint RSM Canada LLP, Chartered Professional Accountants, as auditors for the Corporation; and
2. The directors of the Corporation propose to appoint MNP LLP, Chartered Professional Accountants, as auditors of the Corporation, effective June 4, 2018, to hold office until the next annual meeting of the Corporation.

In accordance with National Instrument 51-102 *Continuous Disclosure Obligations* (“**NI 51-102**”), the Corporation confirms that:

1. RSM Canada LLP, Chartered Professional Accountants, was asked to resign as auditor of the Corporation, effective June 4, 2018, to facilitate the appointment of MNP LLP, Chartered Professional Accountants, 111 Richmond Street West, Suite 300, Toronto, ON M5H 2G4;
2. RSM Canada LLP, Chartered Professional Accountants, has not expressed any reservation in its reports for the two most recently completed fiscal years of the Corporation, nor for the period from the most recently completed period for which RSM Canada LLP, Chartered Professional Accountants, issued an audit report in respect of the Corporation and the date of this Notice;
3. In the opinion of the Board of Directors of the Corporation, no “reportable event” as defined in NI 51-102 has occurred in connection with the audits of the two most recently completed fiscal years of the Corporation nor any period from the most recently completed for which RSM Canada LLP, Chartered Professional Accountants, issued an audit report in respect of the Corporation and the date of this Notice; and
4. The Notice and Auditor’s Letters have been reviewed by the Audit Committee and the Board of Directors.

Dated the 4th day of June, 2018.

FOUNTAIN ASSET CORP.

“Andrew Parks”

Name: Andrew Parks

Title: CEO