

NOTICE OF CHANGE OF AUDITOR
POND TECHNOLOGIES HOLDINGS INC.

**Pursuant to National
Instrument 51-102**

TO: RSM Canada LLP and Baker Tilly WM LLP

AND TO: The Securities Regulatory Authorities in each of the Provinces of British Columbia, Alberta and Ontario

RE: Notice Regarding Change of Auditor Pursuant to Section 4.11 of National Instrument 51-102 – *Continuous Disclosure Obligations* (“**NI 51-102**”)

Notice is hereby given, pursuant to Section 4.11 of NI 51-102, of a change of auditor of Pond Technologies Holdings Inc. (the “**Company**”).

1. At the request of the Company, RSM Canada LLP (“**RSM**”), the “Former Auditor” of the Company, tendered their resignation as auditors of the Company effective November 22, 2021.
2. The resignation of RSM has been approved by the board of directors of the Company (the “**Board**”).
3. The Board approved the appointment of Baker Tilly WM LLP as successor auditor of the Company to fill the vacancy in the position of auditor of the Company on November 22, 2021.
4. There are no reservations or modified opinions in the Former Auditor's reports for the Company's financial statements for the “relevant period” (as defined in NI 51-102).
5. There are no “reportable events” (as defined in NI 51-102).

Dated: November 22, 2021

POND TECHNOLOGIES HOLDINGS INC.

By: “Grant Smith”

Grant Smith, Chief Executive Officer