



Difference Capital Financial Inc.  
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**Difference Capital Financial Inc.  
NOTICE OF CHANGE OF AUDITOR  
PURSUANT TO NATIONAL INSTRUMENT 51-102**

**TO:** MNP LLP (“MNP”)  
ERNST & YOUNG LLP (“EY”)

**AND TO:** Ontario Securities Commission  
Alberta Securities Commission  
British Columbia Securities Commission  
The Manitoba Securities Commission  
Financial and Consumer Services Commission of New Brunswick  
Superintendent of Securities, Service NL  
Nova Scotia Securities Commission  
Prince Edward Island Securities Office, Department of Community Affairs and  
Attorney General  
Autorité des marchés financiers  
Financial and Consumer Affairs Authority of Saskatchewan

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

Dear Sirs/Mesdames:

Notice is hereby given, pursuant to Section 4.11 of NI 51-102, of a change of independent auditor of **Difference Capital Financial Inc.** (the “Corporation”).

1. Ernst & Young LLP, the former independent auditor of the Corporation, tendered its resignation effective November 7, 2018 and the Corporation has appointed MNP LLP as successor independent auditor in its place.
2. EY resigned of its own volition.
3. The resignation of EY has been accepted, and the appointment of MNP in its place has been recommended by, the Audit Committee of the Board of Directors of the Corporation.
4. There have been no reservations contained in EY’s reports on any of the Corporation’s financial statements relating to the period during which EY was the Corporation’s auditor.
5. There are no reportable events (as defined under Section 4.11(1) of 51-102).

DATED as of the 7<sup>th</sup> day of November, 2018.

**Difference Capital Financial Inc.**

“Henry Kneis”  
By: \_\_\_\_\_  
Henry Kneis  
CEO