

AUXLY CANNABIS GROUP INC.

CHANGE OF AUDITOR NOTICE

TO: British Columbia Securities Commission
Alberta Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan
The Manitoba Securities Commission
Ontario Securities Commission
Financial and Consumer Services Commission (New Brunswick)
Nova Scotia Securities Commission
Office of the Superintendent of Securities, Newfoundland and Labrador
Office of the Superintendent of Securities, Prince Edward Island

AND TO: Ernst & Young LLP

AND TO: MNP LLP

Auxly Cannabis Group Inc. (the "**Corporation**") gives the following notice in accordance with Section 4.11 of National Instrument 51-102 – *Continuous Disclosure Obligations* ("**NI 51-102**"):

1. The Corporation has decided to change its auditor from MNP LLP (the "**Former Auditor**") to Ernst & Young LLP (the "**Successor Auditor**") and to propose the Successor Auditor for appointment as the auditors of the Corporation at its next annual general meeting. Consequently, on November 28, 2019, the Corporation asked the Former Auditor to resign. The Former Auditor submitted their resignation effective November 28, 2019. The Successor Auditor has agreed to its appointment as the Corporation's new auditors.
2. The Former Auditor resigned at the Corporation's request.
3. The replacement of the Former Auditor as auditors of the Corporation and the appointment of the Successor Auditor as auditors of the Corporation have been considered and approved by the Audit Committee of the Board of Directors of the Corporation.
4. The Former Auditor's reports for the Corporation's two most recently completed fiscal years, namely the fiscal years ending December 31, 2018 and December 31, 2017, did not express a modified opinion.
5. There have been no reportable events as such term is defined in NI 51-102.

DATED this 29th day of November, 2019

AUXLY CANNABIS GROUP

By: (signed) Brian Schmitt

Name: Brian Schmitt

Title: Chief Financial Officer