

NOTICE OF CHANGE OF AUDITOR  
(National Instrument 51-102 – Continuous Disclosure Obligations)

TO: British Columbia Securities Commission  
Alberta Securities Commission  
Financial and Consumer Affairs Authority of Saskatchewan  
The Manitoba Securities Commission  
Ontario Securities Commission  
Autorité des marchés financiers  
The Financial and Consumer Services Commission – New Brunswick  
Nova Scotia Securities Commission  
Office of the Superintendent of Securities – Prince Edward Island  
Office of the Superintendent of Securities – Service Newfoundland and Labrador  
Office of the Yukon Superintendent of Securities  
Office of the Superintendent of Securities – Government of the Northwest Territories  
Nunavut Securities Office

AND TO: Ernst & Young LLP

AND TO: PricewaterhouseCoopers LLP

Quarterhill Inc. (“**Quarterhill**”) hereby provides notice pursuant to Section 4.11 of Part 4 of National Instrument 51-102 – *Continuous Disclosure Obligations* of the Canadian Securities Administrators (“**NI 51-102**”) as follows:

1. at Quarterhill’s request, PricewaterhouseCoopers LLP has resigned as Quarterhill’s auditor effective November 20, 2020;
2. effective November 20, 2020, Ernst & Young LLP has been appointed Quarterhill’s auditor by Quarterhill’s Board of Directors (the “**Board**”);
3. the resignation of PricewaterhouseCoopers LLP as Quarterhill’s former auditor and the appointment of Ernst & Young LLP as Quarterhill’s new auditor were each considered and recommended by the Audit Committee of the Board and each approved by the Board as a whole;
4. no modified opinions have been expressed by PricewaterhouseCoopers LLP’s on Quarterhill’s two most recently completed fiscal years and there have been no further audits of financial statements subsequent to the most recently completed fiscal year and preceding the date of expiry of former auditors’ term of office; and
5. there are no “reportable events” as that term is defined in NI 51-102.

DATED November 30, 2020.

QUARTERHILL INC.

Signed:           (signed) John Rim            
John Rim  
Chief Financial Officer