

Greenbriar Capital Corp.

TO: **BC Securities Commission
Alberta Securities Commission
TSX Venture Exchange**

AND TO: **Deloitte LLP**
1055 Dunsmuir St. #2800
Vancouver, BC, V7X 1P4

AND TO: **Davidson & Company LLP**
1200 – 609 Granville Street, P.O. Box 10372
Vancouver, BC, Canada V7Y 1G6

RE: **NOTICE OF CHANGE OF AUDITORS (THE “NOTICE”)**

NOTICE IS HEREBY GIVEN pursuant to Part 4 of National Instrument 51-102 (“NI 51-102”) that, on the advice of the Audit Committee of Greenbriar Capital Corp. (the “**Company**”), the Board of Directors of the Company resolved that:

- a) Management of the Company would request the resignation of Deloitte LLP, Chartered Professional Accountants, as auditor of the Company effective February 15, 2019.
- b) Davidson & Company LLP, Chartered Professional Accountants be appointed as auditor of the Company to be effective February 15, 2019.

In accordance with Part 4 of NI 51-102 we confirm that:

- a) Deloitte LLP, Chartered Professional Accountants, was asked to resign as auditor of the Company to facilitate the appointment of Davidson & Company LLP; the request was accepted on February 15, 2019;
- b) Deloitte LLP, Chartered Professional Accountants, has not expressed any reservation or modified opinion in its reports for the most recently completed fiscal year of the Company;
- c) The resignation of Deloitte LLP and appointment of Davidson & Company LLP as auditor of the Company were considered and approved by the Audit Committee and the Board of Directors of the Company;
- d) No reportable events as defined in NI 51-102 have occurred between the Company and Deloitte.

Dated this 15th day of February, 2019

Greenbriar Capital Corp.

“Jeff Ciachurski”
Per: _____
Jeff Ciachurski
Chief Financial Officer