

Venerable Ventures Ltd.

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NOTICE OF CHANGE OF AUDITOR

To: Alberta Securities Commission
British Columbia Securities Commission
A.R.T. Tax and Audit, Chartered Professional Accountant
DMCL Chartered Professional Accountants

NOTICE IS HEREBY GIVEN that, on the advice of the audit committee of Venerable Ventures Ltd. (the "Company"), the board of directors of the Company resolved on July 8, 2019 that:

- a) The ceasing of services provided by DMCL Chartered Professional Accountants ("DMCL"), to be effective July 8, 2019, as auditors of the Company be accepted, and
- b) A.R.T. Tax and Audit, Chartered Professional Accountant ("A.R.T.") be appointed as auditors of the Company to be effective July 8, 2019, to hold office until the next annual meeting at remuneration to be fixed by the directors.

In accordance with **National Instrument 51-102** *Continuous Disclosure Obligations* ("**NI 51-102**") we confirm that:

- a) DMCL was asked to resign as auditor of the Company as part of a tender process initiated by the Company;
- b) DMCL, have not expressed any reservation in its reports for the fiscal years prepared and filed, for the years ended March 31, 2017 and March 31, 2018, of the Company;
- c) the resignation of DMCL and appointment of A.R.T., as auditors of the Company were both considered by the audit committee and approved by the board of directors of the Company;
- d) in the opinion of the Company, and the Board of Directors of the Company, there have been no Reportable Events" as defined in **NI 51-102** in connection with the audits for the years ended March 31, 2017 and March 31, 2018, for the Company; and
- e) the notice, resignation, and letters of the auditors have been reviewed by the Audit Committee and the Board of Directors.

Dated July 8, 2019

Per: signed "Alan MacDonald "
Alan MacDonald, CEO