

NOTICE OF CHANGE OF AUDITOR

Pursuant to National Instrument 51-102 (Part 4.11)

TO: Smythe LLP, Chartered Professional Accountants
AND TO: PricewaterhouseCoopers LLP, Chartered Professional Accountants
AND TO: All applicable regulatory authorities

In accordance with National Instrument 51-102, please be advised as follows:

1. Effective November 5, 2019, GrowMax Resources Corp. (the "Company") appointed Smythe LLP, Chartered Professional Accountants (the "Successor Auditor") as auditor of the Company in the place of PricewaterhouseCoopers LLP, Chartered Professional Accountants (the "Former Auditor") who resigned as auditor of the Company at the request of the Company.
2. The Termination of the Former Auditor and the proposed appointment of Smythe LLP as the Successor Auditor was considered and approved by the Audit Committee and the Board of Directors of the Company.
3. The audit reports of the Former Auditor on the Company's consolidated financial statements have not expressed a modified opinion.
4. There were no reservations in the Former Auditor's Reports on the Company's consolidated financial statements for the two most recently completed fiscal years nor for any period subsequent thereto for which an audit report was issued and preceding the date hereof.
5. In the opinion of the Board of Directors of the Company, no "Reportable Events" as defined in National Instrument 51-102 (Part 4.11) have occurred in connection with the audits of the two most recently completed fiscal years of the Company, nor any period from the most recently completed period for which the Former Auditor issued an audit report in respect of the Company and the date of this Notice.

DATED this 5th day of November, 2019.

ON BEHALF OF GrowMax Resources Corp.:



Michael Malana, CFO