

**NOTICE OF CHANGE OF AUDITOR**  
**National Instrument 51-102**

**PENTANOVA ENERGY CORP.**  
(the "**Company**")

**TO: BRITISH COLUMBIA SECURITIES COMMISSION**  
**ALBERTA SECURITIES COMMISSION**  
**TSX VENTURE EXCHANGE**

Effective August 1, 2017, KPMG LLP (the "**Former Auditor**") resigned as auditors of the Company at the request of the Company. Ernst & Young LLP (the "**Successor Auditor**") has been appointed as the Company's successor auditors. The proposal to change auditors has been considered and approved by the Audit Committee of the Company's Board of Directors and by the Company's Board of Directors.

There have been no modified opinions contained in any auditor's reports on the Company's annual financial statements for the preceding two fiscal years, and there have been no reportable events, being "disagreements", "consultations" or "unresolved issues" as defined in NI 51-102, between the Company and its Former Auditors.

DATED at Vancouver, British Columbia, this 1<sup>st</sup> day of August 2017.

**PENTANOVA ENERGY CORP.**  
**BY ORDER OF THE BOARD**

*"Serafino Iacono"*

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Executive Chairman & Director