



Notice of Change of Auditor
Pursuant to National Instrument 51-102

TO: Ernst & Young LLP, Chartered Professional Accountants

AND TO: Davidson & Company LLP, Chartered Professional Accountants

AND TO: TSX Venture Exchange
British Columbia Securities Commission
Alberta Securities Commission
Ontario Securities Commission

September 7, 2018

Dear Sirs/Mesdames:

Re: Notice Regarding Change of Auditor Pursuant to National Instrument 51-102

Notice is hereby given, pursuant to section 4.11 of National Instrument 51-102 - Continuous Disclosure Obligations ("NI 51-102"), of a change of auditor of Fengro Industries Corp. (the "**Company**").

- (1) At the request of the Company, Ernst & Young LLP, Chartered Professional Accountants (the "**Former Auditor**") has resigned as auditor of the Company effective September 7, 2018.
- (2) The Company's Audit Committee has approved the Former Auditor's resignation and has recommended that Davidson & Company LLP, Chartered Professional Accountants (the "**New Auditor**") be appointed to fill the vacancy in the office of auditor created by the resignation of the Former Auditor until the next annual meeting of shareholders of the Company.
- (3) The Board of Directors of the Company has approved the Former Auditor's resignation and the recommendation of the Audit Committee and has appointed the New Auditor as auditor of the Company to hold office until the next annual meeting of shareholders of the Company.
- (4) There were no reservations in the Former Auditor's reports on the financial statements of the Company for:
(a) the two most recently completed financial years; or (b) for any period subsequent thereto for which an audit report was issued and preceding the effective date of the resignation of the Former Auditor.
- (5) In the opinion of the Audit Committee and the Board of Directors of the Company, there are no reportable events, as such term is defined in subparagraph 4.11(1) of NI 51-102.

FENGRO INDUSTRIES CORP.

Per:

A handwritten signature in black ink, appearing to read "Duane Lo".

Duane Lo
Chair of the Audit Committee

Suite 1100, 1111 Melville Street
Vancouver, B.C., Canada V6E 3V6