



HERITAGE CANNABIS
Holdings Corp

HERITAGE CANNABIS HOLDINGS CORP.

929 Mainland Street
Vancouver, British Columbia Canada V6B 1S3
Telephone: 604.628.1767

(the “Company”)

NOTICE OF CHANGE OF AUDITOR

(the “Notice”)

To: Morgan & Company LLP, Chartered Professional Accountants

And To: MNP LLP, Chartered Professional Accountants

1. The directors of the Company propose Morgan & Company LLP, Chartered Professional Accountants, resign as auditors for the Company; and
2. The directors of the Company propose to appoint MNP LLP, Chartered Professional Accountants, as successor auditors of the Company, in place of Morgan & Company LLP, Chartered Professional Accountants, effective on August 28th, 2019

In accordance with National Instrument 51-102 *Continuous Disclosure Obligations* (“NI 51-102”), the Company confirms that:

1. Morgan & Company LLP, Chartered Professional Accountants, was asked to resign as auditor of the Company, effective August 28th, 2019, to facilitate the appointment of MNP LLP, Chartered Professional Accountants, with offices at #900, 50 Burnhamthorpe Rd W, Mississauga, Ontario Canada L5B 3C2;
2. Morgan & Company LLP, Chartered Professional Accountants, has not expressed any reservation in its report for the most recently completed two fiscal years of the Company, and the date of this Notice;
3. In the opinion of the Board of Directors of the Company, no “reportable event” as defined in NI 51-102 has occurred in connection with the audits of the Company’s two most recently completed fiscal years of the Company and the date of this Notice; and
4. The Notice and Auditor’s Letters have been reviewed by the Audit Committee and the Board of Directors.

Dated as of the 26th day of August, 2019.

HERITAGE CANNABIS HOLDINGS CORP.

Erin Prohaska,
Chief Financial Officer