



NOTICE OF CHANGE OF AUDITOR

TO: Ontario Securities Commission
British Columbia Securities Commission
Alberta Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan
Manitoba Securities Commission
New Brunswick Securities Commission
Nova Scotia Securities Commission
Office of the Superintendent of Securities, Prince Edward Island
Securities Commission of Newfoundland and Labrador

CC: Jackson & Company
MNP LLP

TAKE NOTICE THAT Jackson & Company ("Jackson"), the former auditors of CannaRoyalty Corp. (the "Corporation") has resigned at the Corporation's request and the directors of the Corporation on February 12, 2018 appointed MNP LLP ("MNP") as successor auditors in its place.

TAKE FURTHER NOTICE THAT:

- (a) there have been no reservations contained in the auditor's reports on the financial statements of the Corporation for the two (2) fiscal periods immediately preceding the date of this notice nor for the period subsequent to the most recently completed period for which an audit report was issued;
- (b) the board of directors of the Corporation approved the resignation of Jackson and the appointment of MNP in its place;
- (c) there were no reportable events (as defined in National Instrument 51-102 – *Continuous Disclosure Obligations*) in connection with each of Jackson's audits of the Corporation, which occurred prior to its resignation, and
- (d) the Corporation confirms that the letter of Jackson and the letter of MNP annexed hereto as Exhibits "A" and "B" respectively, have been reviewed by the board of directors of the Corporation and that this Notice of Change of Auditor has been approved by the board of directors of the Corporation.

DATED at Ottawa, Ontario this 12th day of February 2018.

BY ORDER OF THE BOARD


François Perrault
Chief Financial Officer



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