

ZENITH ENERGY LTD.

NOTICE OF CHANGE OF AUDITOR
Pursuant to NI 51-102 (Section 4.11)

TO: MNP LLP, Chartered Accountants

AND TO: PKF Littlejohn LLP, Chartered Accountants

AND TO: Alberta Securities Commission
British Columbia Securities Commission

NOTICE IS HEREBY GIVEN that, in accordance with National Instrument 51-102 – *Continuous Disclosure Obligations* (“**NI 51-102**”) the Board of Directors of Zenith Energy Ltd. (the “**Corporation**”), considered and approved:

1. the resignation of MNP LLP, Chartered Accountants (the “**Former Auditor**”) as auditors of the corporation, effective March 22, 2017; and
2. the appointment of PKF Littlejohn LLP, Chartered Accountants (the “**Successor Auditor**”) as auditors of the Corporation, effective March 22, 2017 (the “**Appointment**”).

The Former Auditor resigned at the request of the Corporation’s Board of Directors. The shareholders of the Corporation will be asked to approve, by ordinary resolution, the Appointment at the next annual meeting of the shareholders.

The Former Auditor has not expressed a modified opinion in its audit reports for the period commencing at the beginning of the Corporation’s two most recent financial years and ending at the date of the resignation of the Former Auditor.

To the knowledge of the directors of the Corporation, no “reportable event” as defined in NI 51-102 has occurred in connection with the audits for the period commencing at the beginning of the Corporation’s two most recent financial years and ending at the date of the resignation of the Former Auditor.

Dated at Calgary Alberta, this 24th day of March, 2017.

ZENITH ENERGY LTD.

BY: (signed) “Andrea Cattaneo”
Andrea Cattaneo
President & Chief Executive Officer