



FALCON GOLD CORP.  
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**NOTICE OF CHANGE OF AUDITOR**  
(National Instrument 51-102 Part 4.11)

**TO:** British Columbia Securities Commission  
Alberta Securities Commission  
Ontario Securities Commission  
BDO Canada LLP  
Manning Elliott LLP

**RE:** Change of Auditor for Falcon Gold Corp.

At the request of **Falcon Gold Corp.** (the “Company”), **BDO Canada LLP** has been terminated as the Company’s auditor effective **August 20, 2018**. Pursuant to Section 204 of the *British Columbia Business Corporations Act*, the directors are entitled to fill any casual vacancy in the office of the auditor and have appointed **Manning Elliott LLP**, Chartered Professional Accountants, as the Company’s auditor in the place and stead of **BDO Canada LLP** until the close of the next annual general meeting of the Company.

In accordance with National Instrument 51-102 (“NI 51-102”) we confirm that:

- (a) **BDO Canada LLP**, Chartered Professional Accountants, was terminated as auditor of the Company to facilitate the appointment of **Manning Elliott LLP**, of 11<sup>th</sup> Floor, 1050 West Georgia Street, Vancouver, British Columbia V6C 3L2;
- (b) **BDO Canada LLP**, Chartered Professional Accountants, has not expressed any reservation in its reports for the two recently completed fiscal years of the Company, nor for the period from the most recently completed period for which **BDO Canada LLP**, Chartered Professional Accountants, issued an audit report in respect of the Company and the date of this Notice;
- (c) The termination of **BDO Canada LLP**, Chartered Professional Accountants, and appointment of **Manning Elliott LLP**, as auditor of the Company were considered and approved by the Board of Directors of the Company;
- (d) 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 two most recently completed fiscal years of the Company, nor any period from the most recently completed period for which **BDO Canada LLP**, Chartered Professional

Accountants, issued an audit report in respect of the Company and the date of this Notice; and

(e) The Notice of termination of **BDO Canada LLP** and consent of **Manning Elliott LLP** have been reviewed by the Audit Committee and the Board of Directors.

Dated this **20th day of August 2018**.

**FALCON GOLD CORP.**

Per "*Brian Crawford*" (signed)  
Brian Crawford  
Chief Financial Officer