



**FALCON GOLD CORP.**  
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**3FA: FRA**  
**FGLDF: OTCQB**

## **NOTICE OF CHANGE OF AUDITOR**

(National Instrument 51-102 Part 4.11)

**TO:** Ontario Securities Commission  
Alberta Securities Commission  
British Columbia Securities Commission  
Davidson & Company LLP, Chartered Professional Accountants  
Manning Elliott LLP, Chartered Professional Accountants

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

At the request of **Falcon Gold Corp.** (the “Company”), **Manning Elliott LLP**, Chartered Professional Accountants has resigned as the Company’s auditor effective **June 12, 2024**. The Company has appointed **Davidson & Company LLP**, Chartered Professional Accountants, as the Company’s auditor in the place and stead of **Manning Elliott 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) **Manning Elliott LLP**, Chartered Professional Accountants, was asked to resign as auditor of the Company to facilitate the appointment of **Davidson & Company LLP**, Chartered Professional Accountants, Vancouver, British Columbia.
- (b) **Manning Elliott 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 **Manning Elliott LLP**, Chartered Professional Accountants, issued an audit report in respect of the Company and the date of this Notice;
- (c) The resignation of **Manning Elliott LLP**, Chartered Professional Accountants, and appointment of **Davidson & Company LLP**, Chartered Professional Accountants, as

auditor of the Company were considered and approved by the Board of Directors of the Company;

- (a) In the opinion of the board of Directors of the company, no “reportable event” as defined in NI 51-102 has occurred in 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 **Manning Elliott LLP**, Chartered Professional Accountants, issued an audit report in respect of the Company and the date of this Notice; and
- (b) The Notice of resignation of **Manning Elliott LLP** and consent of **Davidson & Company LLP** have been reviewed by the Audit Committee and the Board of Directors.

Dated this **12<sup>th</sup> day of June 2024**.

**FALCON GOLD CORP.**

Per “*Brian Crawford*” (signed)  
Brian Crawford CPA, CA  
Chief Financial Officer