

**CONIC METALS CORP.**

**NOTICE OF CHANGE OF AUDITOR**  
(National Instrument 51-102)

Conic Metals Corp. (the "**Company**") gives the following notice in accordance with Section 4.11 of National Instrument 51-102 - *Continuous Disclosure Obligations* ("**NI 51-102**"):

- (a) at the request of the Company, KPMG LLP, Chartered Professional Accountants, ("**KPMG**") has resigned as auditor of the Company for the fiscal year ended December 31, 2019;
- (b) following such resignation, the Company appointed Baker Tilly WM LLP, Chartered Professional Accountants, ("**Baker Tilly**") as the successor auditor of the Company for the fiscal year ended December 31, 2019 and the current fiscal year ending December 31, 2020;
- (c) KPMG has not expressed any reservations in its report on the financial statements as at September 30, 2019 and for the period June 24, 2019 to September 30, 2019 of the Company;
- (d) the resignation of KPMG and appointment of Baker Tilly, as auditor of the Company, were considered and approved by each of the Board of Directors and the Audit Committee of the Company, and constitutes a "termination" of KPMG and an "appointment" of Baker Tilly for the purposes of NI 51-102;
- (e) 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 KPMG issued an audit report in respect of the Company and the date of this Notice; and
- (f) the content of the notice of change of auditor has been reviewed and approved by the Board of Directors of the Company.

Dated: June 8, 2020

**CONIC METALS CORP.**

By: (Signed) "*Justin Cochrane*"

Name: Justin Cochrane

Title: President & Chief Executive Officer