



NOTICE OF CHANGE OF AUDITOR

Dated: November 28, 2024

To: KPMG LLP

And to: Davidson and Company

And to: Ontario Securities Commission
British Columbia Securities Commission
Alberta Securities Commission
TSX Venture Exchange

In accordance with Section 4.11 of National Instrument 51-102 Continuous Disclosure Obligations, please be advised as follows:

1. On November 25, 2024, KPMG LLP (the "**Former Auditor**") resigned as auditors of Panoro Minerals Ltd. (the "**Company**").
2. On November 25, 2024, Davidson and Company (the "**Successor Auditor**") was appointed as the Company's successor auditors until the next annual general meeting of the Company.
3. The resignation of the Former Auditor and the appointment of the Successor Auditor was considered and approved by the Audit Committee of the Company's Board of Directors and by the Company's Board of Directors.
4. There were no modifications of opinion by the Former Auditor in the Auditor's Reports of the two most recently completed fiscal years ended December 31, 2023 and December 31, 2022.
5. There have been no "reportable events" as defined in Section 4.11(1) of National Instrument 51-102, between the Company and the Former Auditor which occurred in connection with the audit of the two most recently completed fiscal years or for any period subsequent to the most recently completed fiscal period for which an auditor's report was issued.

"Michael Malana" (signed)
Michael Malana, CFO