



OreCAP Invest Corp.

NOTICE OF CHANGE OF AUDITOR

Pursuant to National Instrument 51-102

TO: McGovern Hurley LLP and MNP LLP

AND TO: The Securities Regulatory Authorities in the Provinces of Ontario, Alberta and British Columbia

RE: Notice Regarding Change of Auditor Pursuant to Section 4.11 of National Instrument 51-102 – *Continuous Disclosure Obligations* (“**NI 51-102**”)

Notice is hereby given, pursuant to Section 4.11 of NI 51-102, of a change of auditor of OreCAP Invest Corp. (the “**Corporation**”).

1. At the request of the Corporation, McGovern Hurley LLP, the “Former Auditor” of the Corporation, tendered its resignation as auditors of the Corporation effective December 12, 2023.
2. The resignation of McGovern Hurley LLP has been approved by the board of directors of the Corporation (the “**Board**”).
3. The Board approved the appointment of MNP LLP as successor auditor of the Corporation to fill the vacancy in the position of auditor of the Corporation on December 12, 2023.
4. There are no reservations or modified opinions in the Former Auditor's reports for the Corporation's financial statements for the “relevant period” (as defined in NI 51-102).
5. There are no “reportable events” (as defined in NI 51-102).

Dated: December 12, 2023.

OreCAP Invest Corp.

(signed) “Joel Friedman”

Joel Friedman

CFO