

Stakeholder Gold Corporation
(the “Corporation”)

NOTICE OF CHANGE OF AUDITOR

Pursuant to National Instrument 51-102, Part 4.11, the Corporation hereby gives notice of the following:

- (a) MNP LLP resigned as the Corporation’s auditors effective December 30, 2022 at the request of the Corporation. The Board of Directors of the Corporation have determined to appoint MS Partners LLP as the Corporation’s auditors in place of MNP LLP (the former auditor) and to propose MS Partners LLP for appointment as the auditors of the Corporation at its next annual general meeting.
- (b) The former auditor’s resignation was mutually agreed upon by the Corporation and the former auditor.
- (c) The resignation of the former auditor and the appointment of the successor auditor have been approved by the Corporation’s Board of Directors.
- (d) There were no modified opinions in the former auditor’s reports for the audits of the Corporation’s two most recently completed fiscal years or any period subsequent to the most recently completed period for which an audit report was issued and preceding December 30, 2022.
- (e) There were no reportable events between the Corporation and the former auditor.

Filed herewith are copies of the letters from the former and successor auditor, respectively.

Dated: December 30, 2022

Artie Hao Li

“Artie Hao Li”

Chief Financial Officer