



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

To: Smythe LLP  
And to: KPMG LLP

**Foran Mining Corporation** (the "Company") hereby provides notice that Smythe LLP, at the request of the Company, has resigned as the Company's auditor effective August 31, 2021 (the "Resignation"). Management of the Company will fill the vacancy by appointing KPMG LLP as the Company's auditor in the place and stead of Smythe LLP until the close of the next annual general meeting of shareholders of the Company.

In accordance with National Instrument 51-102 ("NI 51-102") we confirm that:

- (a) Smythe LLP was asked to resign as auditor of the Company to facilitate the appointment of KPMG LLP of 777 Dunsmuir Street, PO Box 10426, Vancouver, British Columbia, V7Y1K3;
- (b) Smythe LLP has not expressed any reservation in its reports for the two most recently completed fiscal years of the Company, nor for the period from the most recently completed period for which Smythe LLP issued an audit report in respect of the Company and the date of this Notice;
- (c) the Resignation of Smythe LLP and appointment of KPMG LLP as auditor of the Company were considered and approved by both the Audit Committee and the Board of Directors of the Company;
- (d) the audit reports of Smythe LLP on the Company' financial statements have not expressed a modified opinion; and
- (e) in the opinion of the Board of Directors of the Company, 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 Smythe LLP issued an audit report in respect of the Company and the date of this Notice.

Dated: August 31, 2021.

**Foran Mining Corporation**

  
James Steels  
Chief Financial Officer