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CHANGE OF AUDITORS
Notice of Change of Auditors
Pursuant to National Instrument 51-102

TO: Raymond Chabot Grant Thornton, LLP, Chartered Accountants

AND TO: McGovern, Hurley, Cunningham, LLP, Chartered Accountants

AND TO: TSX Venture Exchange
British Columbia Securities Commission
Alberta Securities Commission
Ontario Securities Commission
Autorité des marchés financiers

May 5, 2016

RE: Notice Regarding Change of Auditor Pursuant to National Instrument 51-102

Notice is hereby given, pursuant to section 4.11 of National Instrument 51-102 – Continuous Disclosure Obligations (“**NI 51-102**”), of a change of auditor of Majescor Resources Inc. (the “**Company**”).

- (1) Raymond Chabot Grant Thornton, LLP, Chartered Accountants (the “**Former Auditor**”) has resigned as auditor of the Company at the request of the Company, effective May 5, 2016.
- (2) The Company’s Audit Committee has considered the Former Auditor’s resignation and has recommended that McGovern, Hurley, Cunningham, LLP, Chartered Accountants (the “**New Auditor**”) be appointed to fill the vacancy in the office of auditor created by the resignation of the Former Auditor until the next annual meeting of shareholders of the Company.
- (3) The Board of Directors of the Company has considered the Former Auditor’s resignation and the recommendation of the Audit Committee and has appointed the New Auditor as auditor of the Company to hold office until the next annual meeting of shareholders of the Company.
- (4) There were no reservations in the Former Auditor’s reports on the financial statements of the Company for: (a) the two most recently completed financial years; or (b) for any period subsequent thereto for which an audit report was issued and preceding the effective date of the resignation of the Former Auditor.
- (5) In the opinion of the Audit Committee and the Board of Directors of the Company, there are no reportable events, as such term is defined in subparagraph **4.11(1)** of NI 51-102.

Signed “André Audet”
Chair of the Audit Committee