

**JAMES BAY RESOURCES LIMITED**

**Notice of Change of Auditor**

**Pursuant to National Instrument 51-102**

**TO:** UHY McGovern Hurley LLP  
Chartered Professional Accountants

**AND TO:** MNP LLP  
Chartered Accountants

**AND TO:** Alberta Securities Commission  
British Columbia Securities Commission  
Ontario Securities Commission

James Bay Resources Limited (the "**Company**") hereby provides notice pursuant to Section 4.11 of National Instrument 51-102 - *Continuous Disclosure Obligations* ("**NI 51-102**") that:

1. UHY McGovern Hurley LLP (the "**Former Auditor**") resigned as auditor of the Company effective August 15, 2018. The board of directors of the Company have determined to appoint MNP LLP (the "**Successor Auditor**"), as the Company's successor auditor and to propose the Successor Auditor for appointment as the auditor of the Company at the next annual general meeting of the shareholders of the Company.
2. The resignation of the Former Auditor was mutually agreed upon by the Company and the Former Auditor.
3. The resignation of the Former Auditor and the appointment of the Successor Auditor have been approved by the Board of Directors of the Company.
4. There were no reservations or modified opinions in the Former Auditor's reports for the audits of the Company'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 August 15, 2018.
5. There were no "reportable events" (as defined in Section 4.11(1) of NI 51-102) between the Company and the Former Auditor.

Dated: October 24, 2018.

**JAMES BAY RESOURCES LIMITED**

Per: \_\_\_\_\_

President & CEO